

**NOTICE**

Notice is hereby given that the **36th Annual General Meeting** of the members of Nahar Industrial Enterprises Limited will be held on **Wednesday, the 30th day of September, 2020 at 11.45 a.m.** through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt:
 - (a) the Audited Financial Statements of the Company for the financial year ended on 31st March, 2020 and the Reports of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2020 and the Reports of Auditors thereon.
2. To appoint a director in place of Sh. Dinesh Gogna (DIN: 00498670), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint a director in place of Sh. Navdeep Sharma (DIN: 00454285), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To approve the remuneration of cost auditor for the financial year 2020-21** and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. R.R. & Co., Cost Accountants, Ludhiana (Firm Registration No. 000323) who has been appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost accounting records of the Company for Textile and Sugar segments for the financial year ending 31st March, 2021, the company do hereby confirm and ratify the remuneration of Rs. 270000/- (Rupees Two Lacs Seventy Thousands only) plus actual out-of-pocket expenses, as approved by the Audit Committee."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

5. **To re-appoint Dr. Suresh Kumar Singla (DIN: 00403423) as an Independent Director of the Company** and in this regard 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 Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as may be in force from time to time, Dr. Suresh Kumar Singla (DIN: 00403423), in respect of whom the company has received a notice u/s 160 of the Act in writing from a member proposing his candidature for the office of director be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a period of five years i.e. up to the conclusion of the Annual General Meeting to be held in the year 2025."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for the continuation of directorship of Dr. Suresh Kumar Singla as an Independent Director of the company after he attains the age of 75 years, during the course of his term of re-appointment i.e. the conclusion of the Annual General Meeting to be held in the year 2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

6. **To appoint Dr. Manisha Gupta (DIN: 06910242) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Dr. Manisha Gupta (DIN: 06910242), who was appointed as an Additional Director of the Company in the capacity of Independent Director as per section 161 of the Companies Act, 2013, who shall hold the office up to the date of ensuing Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee & Board of Directors of the Company, and in respect of whom the Company has received a notice u/s 160 of the Act in writing from a member proposing her candidature for the office of Independent Director, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years with effect from 14.08.2020 upto 13.08.2025."



"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

7. **To appoint Dr. Roshan Lal Behl (DIN: 06443747) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Dr. Roshan Lal Behl (DIN: 06443747), who was appointed as an Additional Director of the Company in the capacity of Independent Director as per section 161 of the Companies Act, 2013, who shall hold the office up to the date of ensuing Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee & Board of Directors of the Company, and in respect of whom the Company has received a notice u/s 160 of the Act in writing from a member proposing his candidature for the office of Independent Director, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years with effect from 14.08.2020 upto 13.08.2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

8. **To appoint Sh. Parvinder Singh Pruthi (DIN: 07481899) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Sh. Parvinder Singh Pruthi (DIN: 07481899), who was appointed as an Additional Director of the Company in the capacity of Independent Director as per section 161 of the Companies Act, 2013, who shall hold the office up to the date of ensuing Annual General Meeting and whose appointment as an Independent

Director is recommended by the Nomination & Remuneration Committee & Board of Directors of the Company, and in respect of whom the Company has received a notice u/s 160 of the Act in writing from a member proposing his candidature for the office of Independent Director, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years with effect from 14.08.2020 upto 13.08.2025."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

9. **To appoint Sh. Ved Parkash Gaur (DIN: 02439897) as an Independent Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Special Resolution:**

"RESOLVED THAT pursuant to Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment & Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Sh. Ved Parkash Gaur (DIN: 02439897), who was appointed as an Additional Director of the Company in the capacity of Independent Director as per section 161 of the Companies Act, 2013, who shall hold the office up to the date of ensuing Annual General Meeting and whose appointment as an Independent Director is recommended by the Nomination & Remuneration Committee & Board of Directors of the Company, and in respect of whom the Company has received a notice u/s 160 of the Act in writing from a member proposing his candidature for the office of Independent Director, not liable to retire by rotation, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 5 (five) years with effect from 14.08.2020 upto 13.08.2025."

"RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for the appointment/ continuation of Sh. Ved Parkash Gaur as an Independent Director of the company to hold office for a period of 5 years w.e.f. 14.08.2020 upto 13.08.2025 as he has already attained the age of 75 years.

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."



10. **To appoint Sh. Abhinav Oswal (DIN: 07619099) as a Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 161 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in terms of the recommendation of Nomination & Remuneration committee of the Company, Sh. Abhinav Oswal (DIN: 07619099), who was appointed as an Additional Director of the Company by the Board of Directors in its meeting held on 14.08.2020 and who holds office up to this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, proposing the candidature of Sh. Abhinav Oswal for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

11. **To appoint Sh. Abhinav Oswal (DIN: 07619099) as an Executive Director of the Company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and other applicable provisions, if any, and in terms of the recommendation of Nomination & Remuneration committee of the Company, the consent of the shareholders of the Company be and is hereby given for appointment of Sh. Abhinav Oswal (DIN: 07619099), as an Executive Director of Nahar Industrial Enterprises Limited, not liable to retire by rotation, for a period of five years with effect from 1st September, 2020 till 31st August, 2025, on the following terms and conditions including remuneration with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and/or remuneration as may be agreed to between the Board of Directors and Sh. Abhinav Oswal.

1. **Salary:-** Rs. 5,00,000/- (Rupees five lakhs only) per month with such increase as may be decided by the Board from time to time, but subject to maximum Basic Salary of

Rs. 8,00,000/- (Rupees Eight Lakhs only) per month during the aforesaid term.

2. **Perquisites as mentioned below:-**

- a) **House Rent Allowance:** Free Residential Accommodation or House Rent Allowance @ 40% of Basic Salary.
- b) **Personal Accident Insurance:** Personal Accident Insurance of an amount the annual premium of which shall not exceed Rs. 20,000/- per annum.
- c) **Car/Telephone:** Car with driver and telephone at his residence. Provision of car for use on Company's business and telephone facilities at residence will not be considered as perquisites.
- d) **Club Fees:** Fees and expenses at clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
- e) **Provident Fund and Gratuity:** As per company's rules.

Other perquisites which the company may provide at a later date shall be as per the rules of the company.

"RESOLVED FURTHER THAT the consent of the shareholders be and is hereby given that in the event of any loss or inadequacy of profits in any financial year during the tenure of appointment, the Company shall pay above mentioned remuneration by way of salary, perquisites and allowances to Sh. Abhinav Oswal notwithstanding that such remuneration may exceed the limits specified under section 197 of the Companies Act, 2013 and Schedule V thereto."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and expedient to give effect to the aforesaid resolution."

12. **To issue and offer Non-Convertible Non-Cumulative Redeemable Preference Shares on a Preferential basis** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 42, 55 and 62 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Rules framed there under, as may be amended from time to time, and the Articles of Association of the Company and the regulations/guidelines, if any, prescribed by any relevant authorities from time to time, to the extent applicable and subject to such other approvals, permissions and sanctions, as may be necessary and subject to such conditions and modifications as may be considered necessary by the Board of Directors (hereinafter referred to as the "Board") the consent of the



Company be and is hereby accorded to the Board to offer/ invite, subscribe, issue and allot up to 8,80,000 - 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of the Company of the face value of Rs. 100/- each (hereinafter called 'NCNCRPS'), on preferential basis aggregating to Rs. 8.80 crores, in one or more tranches, for cash at par to Promoters group entities and their associates on such terms and conditions as may be decided by the Board and subject to the followings:

- a) NCNCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- b) NCNCRPS shall be non-participating in the surplus funds;
- c) NCNCRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding-up of the Company;
- d) Holder(s) of NCNCRPS shall be paid dividend on a non-cumulative basis;
- e) NCNCRPS shall not be convertible into equity shares;
- f) NCNCRPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- g) NCNCRPS shall be redeemable at par within a period not exceeding 20 years from the date of their issue or an earlier date only at the discretion of the company.
- h) NCNCRPS shall not be listed with any stock exchange.

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to this effect and intent that the Members shall be deemed to have given their approval hereto expressed by the authority of this resolution.”

By Order of the Board of Directors

sd/-

Place : Ludhiana
Date : 14th August, 2020

Mukesh Sood
Company Secretary

NOTES:

1. **Due to the outbreak of COVID-19 pandemic and Considering the extra-ordinary circumstances caused, the Ministry of Corporate Affairs (“MCA”) had vide its circulars dated April 8,2020, April 13, 2020 and May 5, 2020 (“MCA Circulars”) permitted the holding of the Annual General Meeting of a company through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical**

presence of the Members at a common venue. In accordance with the said circulars of MCA, SEBI, applicable provisions of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the 36th AGM of the Company shall be conducted through VC / OAVM. The procedure for joining the AGM through VC/ OAVM is mentioned in this Notice.

2. A 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 forms part of the notice.
3. The information required to be provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards, regarding the Directors who are proposed to be appointed/ re-appointed is given in the Explanatory Statement and forms part of the notice.
4. Since the physical attendance of Members has been dispensed with, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip, Route Map and Proxy Form are not annexed to this Notice. Participation of members through VC / OAVM will be reckoned for the purpose of quorum for the AGM as per section 103 of the Companies Act, 2013.
5. In compliance with the aforesaid MCA and SEBI Circulars, Notice of the AGM and Annual Report is being sent only through electronic mode to those Members whose email addresses are registered with the Company/RTA/Depositories. Members may note that the Notice will also be available on the Company's website at www.owmnahar.com, 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 and on website of the e-voting agency i.e. Central Depository Services (India) Limited at www.evotingindia.com.
6. For the purpose of receiving the Notice of the AGM and the Annual Report through electronic mode in case the email address is not registered with the respective DPs / Company / RTA, we urge members to support the Green Initiative of the Government of India (GOI) by choosing to receive the communication from the Company through email. So, in case you wish to register/ update your address, Email id or Bank Mandate etc, you can do the same. Members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in dematerialized form and with Company/ RTA in case the shares are held by them in physical form. Members may register the email IDs using the facility provided by the Company through the following link available on its website: http://www.owmnahar.com/nahar_ie/shareholder-email-updation.php



7. 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.
8. The Register of Members and Share Transfer Books of the Company shall remain closed from 24th September, 2020 to 30th September, 2020 (both days inclusive) for the purpose of AGM.
9. The documents referred to in the Explanatory Statement are open for inspection at the registered office of the Company on any working day (except Saturday and Holiday) between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.
10. Members are informed to send all documents and communications pertaining to equity shares to M/s. Alankit Assignments Limited, RTA Division, Alankit House, 1E/13, Jhandewalan Extension, New Delhi-110055, RTA for both physical and dematerialized segment of equity shares. Please quote on all correspondence – Unit: Nahar Industrial Enterprises Limited.
11. **Pursuant to provisions of section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time (the IEPF Rules), all shares in respect of which dividend has not been claimed by the shareholders of the Company for seven consecutive years, have already been transferred by the Company in the name of INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS. Members are hereby informed to claim the unclaimed / unpaid dividend relating to 2012-13 at the earliest, as the same is due to the transferred to IEPF on 5.11.2020.**
12. Members seeking any information with regard to the accounts at the time of the meeting are requested to write to the Company at least 10 days before the date of the meeting so as to enable the management to keep the relevant information ready.
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. **DEMATERIALIZATION OF SHARES:** SEBI vide its circular No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 has mandated that w.e.f. April 1, 2019 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 the dematerialized form with a depository. In light of same shareholders are requested to kindly convert their physical shares in Demat form to avoid hassle in transfer of shares.
15. **CONSOLIDATION OF MULTIPLE FOLIOS:** Members holding more than one share in the same name or joint names in the same order but under different ledger folios are requested to apply for consolidation of such folios into a single folio and accordingly send a request letter duly signed by the shareholder and the relevant share certificates along with the self attested copy of PAN card and Aadhaar card to the Registrars and Share Transfer Agent (RTA) of the Company / Company at its Registered Office, to enable them to consolidate all such multiple folios into one single folio.
16. M/s. P.S.Bathla & Associates, Company Secretaries (Membership No. FCS-4391) has been appointed as the Scrutinizer for conducting the Remote e-voting process in a fair and transparent manner.
17. **Procedure for remote e-voting, attending the AGM and e-voting during the AGM:**
 - A. **Procedure and instructions for remote e-voting:**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and applicable provisions of SS-2 issued by ICSI, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the Members to cast their votes electronically on the resolutions mentioned in the notice of 36th Annual General Meeting of the Company.
 - II. The Annual Report is being sent by E-mail to those members who have registered their E-mail address with the Company/Depository Participants.
 - III. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 27.09.2020 (09.00 a.m.) and ends on 29.09.2020 (05.00 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 23.09.2020 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 during the voting period.
 - (iv) Click on "Shareholders" module.
 - (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.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login-Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically

- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> ● Members who have not updated their PAN with the Company/ Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (SQN) in the PAN Field. ● If 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. The persons entitled to vote on cut off date may obtain details of sequence number from the company / RTA.
Dividend Bank Details or Date of Birth	<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 instructions (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 the 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 200827043 for the relevant NAHAR INDUSTRIAL ENTERPRISES LIMITED on which you choose 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 same 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". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote 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 Corporate.
 - 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 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 and to the Company at the email address viz; share@owmnahar.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

Process for those shareholders whose email addresses are not registered with the depositories for obtaining login credentials for e-voting for the resolutions proposed in this notice:

- i. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company at the email id i.e. share@owmnahar.com
- ii. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company email id i.e. share@owmnahar.com
- iii. The Company Secretary shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

B. Procedure and instructions for attending the AGM through VC/ OAVM:

- i) Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/

members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.

- ii) The 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. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- iii) Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number along with their queries at share@owmnahar.com upto 22.09.2020. Those Members who have registered themselves as a speaker will be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting. These queries will be replied to by the company suitably by email.
- iv) Members are requested to not to share the Login details (User Id & Password), with any person and keep the same confidential with you only. Sharing of Login details is absolutely prohibited. Please note that the Members who do not have the User ID and Password for attending AGM through VC/OAVM and e-voting or have forgotten the User ID and Password may retrieve the same by following the instructions mentioned herein.
- v) For convenience of the Members and proper conduct of AGM, Members are requested to login and join at least 15 (fifteen) minutes before the time scheduled for the AGM i.e. 11.30 AM IST. The link for joining the AGM shall be kept open until 12.00 Noon IST i.e. 15 (fifteen) minutes after the start AGM.
- vi) Any person who acquires shares of the Company and becomes the member of the Company after sending of this Notice and holding shares as of the cut-off date, may obtain the log in id and password by sending a request at helpdesk.evoting@cdslindia.com. However, if he / she is already registered with CDSL for remote e-voting then he / she can use his / her existing user id and password.

C. Procedure and instructions for Members for e-voting during the AGM

- i) The procedure to be followed for e-voting on the day of the AGM will be the same mentioned above for remote e-voting.
- ii) Only those Members, who are present at the AGM



through VC / OAVM and have not casted 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 during the AGM.

- iii) If any votes are cast by the Members through the e-voting facility available during the AGM and if the said Members have not participated in the AGM through VC / OAVM facility, then the votes cast by such Members shall be considered invalid as the facility of e-voting during the AGM is available only to the Members attending the AGM.
- iv) 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. If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).
- V. 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.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23.09.2020.
- VII. A copy of this notice has been placed on the website of the Company and the website of CDSL.

D. General Instructions

- i) The voting rights of Members shall be in proportion to the shares held by them in the paid up equity share capital of the Company as on 23.09.2020.
- ii) The Scrutinizer after scrutinizing the votes cast at the meeting through remote e-voting and during AGM will, not later than 48 hours from the conclusion of the Meeting, make a consolidated Scrutinizer's Report and submit the same to the Chairman. The results declared along with the consolidated Scrutinizer's Report shall be placed on the website of the Company i.e. www.ownnahar.com and on the website of CDSL i.e. www.cdslindia.com. The results shall simultaneously be communicated to the Stock Exchanges.
- iii) The voting result will be announced by the Chairman or any other person authorized by him within two days of the AGM.

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

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. R.R. & Co., Cost Accountants, Ludhiana as Cost Auditors to conduct the audit of the cost accounting records of Textile and Sugar segments of the Company for the financial year ending 31.3.2021 at such remuneration, as mentioned in the resolution.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.3.2021.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution.

The Board recommends the passing of Ordinary resolution set out at Item No. 4 of the Notice for approval of the members.

Item No. 5

Pursuant to the provisions of section 149 of the Companies Act, 2013 (the Act), the shareholders of the company in their 33rd Annual General Meeting held on 26.09.2017 had appointed Dr. Suresh Kumar Singla as an independent Director of the Company, not liable to retire by rotation up to the conclusion of 36th Annual General Meeting to be held in the year 2020.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment on passing a special resolution by the Company. Pursuant to the provisions of section 149, 150 and 152 of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination & Remuneration Committee has recommended to the board regarding the re-appointment of Dr. Suresh Kumar Singla (DIN: 00403423), subject to the approval of the shareholders, for a further period of five years i.e. upto the conclusion of the 41st Annual General Meeting to be held in the year 2025.

The Company has received consent in Form DIR-2 and declaration in form DIR-8 from Dr. Suresh Kumar Singla, in compliance of the Act. He has given declaration to the Board that he meets the criteria of independence as provided under section 149 of the Act. In the opinion of the Board, he fulfills the conditions specified in the Act and the Rules framed there under for re-appointment as an Independent Director and he is independent of the management. The Company has received a notice pursuant to section 160 of the Act from a



member proposing his candidature for the office of Director. Copy of the notice received in writing from a member proposing the candidature and other document are available for inspection by the member. His performance was evaluated through a structured evaluation process as per the Policy for evaluation of Independent Directors. The Board considers that the continued association of Dr. Suresh Kumar Singla as independent director would be beneficial to the Company.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Independent director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of re-appointment of Dr. Suresh Kumar Singla as Independent Director, he will be attaining the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution.

Dr. Suresh Kumar Singla does not hold any shares in the Company, by himself or for any other person on a beneficial basis.

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

Brief resume of the Dr. Suresh Kumar Singla, 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 & Disclosure Requirements) Regulations, 2015 are provided at the end of Notice.

The Board recommends the passing of Special resolution set out at Item No.5 of the Notice for approval of the members.

Item No. 6

Pursuant to the provisions of section 149, 150, 161 read with Schedule-IV of the Companies Act, 2013 and SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, upon the recommendation of Nomination & Remuneration Committee, having regard to skills, experience and knowledge of Dr. Manisha Gupta (DIN: 06910242), the Board of Directors of the Company in its meeting held on 14.08.2020 has appointed her as an additional director in the capacity of independent director for a period of five years w.e.f. 14.08.2020 to 13.08.2025 subject to approval of shareholders of the company. In terms of section 161 of the Companies Act, 2013, Dr. Manisha Gupta (DIN: 06910242) shall hold office up to the date of Annual General Meeting and is eligible to be appointed as an Independent Director of the company. The Company has received a notice in the writing from a member under section 160 of the Companies Act, 2013 proposing the

candidature of Dr. Manisha Gupta (DIN: 06910242) for the office of the independent director of the company.

Dr. Manisha Gupta is 41 years of age. She is MBA (Finance), UGC and Ph.D. She is having more than 20 years of experience in Teaching and Research of Management and Administration. Presently, she is working as a Director at Punjab Institute of Management and Technology, Mandi Gobindgarh. Having regard to her vast expertise and knowledge, it will be in the interest of the Company to appoint her as an Independent Director.

The Company has received from Dr. Manisha Gupta (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Manisha Gupta fulfills the conditions for her appointment as an Independent Director as specified in the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. She is independent of Management and possesses appropriate skills, experience and knowledge. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.

Dr. Manisha Gupta does not hold any shares in the Company, by herself or for any other person on a beneficial basis.

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

Brief resume of Dr. Manisha Gupta, nature of her expertise in specific functional area and names of the Companies in which she holds the directorships/ memberships/ chairmanships of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 are provided at the end of Notice.

The Board recommends the passing of Ordinary resolution set out at Item No.6 of the Notice for approval of the members.

Item No. 7

Pursuant to the provisions of section 149, 150, 161 read with Schedule-IV of the Companies Act, 2013 and SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, upon the recommendation of Nomination & Remuneration Committee, having regard to skills, experience and knowledge of Dr. Roshan Lal Behl (DIN: 06443747), the Board of Directors of the Company in its meeting held on 14.08.2020 has appointed him as an additional director in the capacity of independent director for a period of five years w.e.f.



14.08.2020 to 13.08.2025 subject to approval of shareholders of the company. In terms of section 161 of the Companies Act, 2013, Dr. Roshan Lal Behl (DIN: 06443747) shall hold office up to the date of Annual General Meeting and is eligible to be appointed as an Independent Director of the company. The Company has received a notice in the writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Dr. Roshan Lal Behl (DIN: 06443747) for the office of the independent director of the company.

Dr. Roshan Lal Behl is 63 years of age. He is M.Com, MBA (Financial Management) and Ph.D (Corporate Disclosure Practices of Indian Companies). He is having more than 38 years of experience as academician. He has retired as Principal of Sri Aurobindo College of Commerce and Management, Ludhiana. Having regard to his vast expertise and knowledge in financial and accounting matters, it will be in the interest of the Company to appoint him as an Independent Director.

The Company has received from Dr. Roshan Lal Behl (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Dr. Roshan Lal Behl fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. He is independent of Management and possesses appropriate skills, experience and knowledge. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.

Dr. Roshan Lal Behl does not hold any shares in the Company, by himself or for any other person on a beneficial basis.

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

Brief resume of the Dr. Roshan Lal Behl, 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 the Notice.

The Board recommends the passing of Ordinary resolution set out at Item No. 7 of the Notice for approval of the members.

Item No. 8

Pursuant to the provisions of section 149, 150, 161 read with

Schedule-IV of the Companies Act, 2013 and SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, upon the recommendation of Nomination & Remuneration Committee, having regard to skills, experience and knowledge of Sh. Parvinder Singh Pruthi (DIN: 07481899), the Board of Directors of the Company in its meeting held on 14.08.2020 has appointed him as an additional director in the capacity of independent director for a period of five years w.e.f. 14.08.2020 to 13.08.2025 subject to approval of shareholders of the company. In terms of section 161 of the Companies Act, 2013, Sh. Parvinder Singh Pruthi (DIN: 07481899) shall hold office up to the date of Annual General Meeting and is eligible to be appointed as an Independent Director of the company. The Company has received a notice in the writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Sh. Parvinder Singh Pruthi (DIN: 07481899) for the office of the independent director of the company.

Sh. Parvinder Singh Pruthi is 66 years of age. He is B.Sc. Hons. & M.Sc. (Physics) from St. Stephen's College, Delhi. He is a Member of Indian Revenue Service (Indirect Taxes) and retired as Chief Commissioner, Indian Customs and Central Excise having immense experience in implementation of indirect taxes. During his tenure, he worked as Member Technical in the Customs, Excise and Service Tax Appellate Tribunal (CESTAT). He worked as Managing Director of two State units – Punjab Alkalies and Chemicals Ltd. (PACL) and Punjab National Fertilizers & Chemicals Ltd. (PNFC). He has also served as ED (Vigilance) in Semi-Conductor Complex (SCL), a Central PSU. He has also served as Deputy Director, Directorate of Revenue Intelligence. He has overall experience of industry functioning - Production, Purchase, Marketing, Finance, Business Development.

Having regard to his vast expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director.

The Company has received from Sh. Parvinder Singh Pruthi (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Sh. Parvinder Singh Pruthi fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013, read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. He is independent of Management and possesses appropriate skills, experience and knowledge. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.



Sh. Parvinder Singh Pruthi does not hold any shares in the Company, by himself or for any other person on a beneficial basis.

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

Brief resume of the Sh. Parvinder Singh Pruthi, 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 the Notice.

The Board recommends the passing of Ordinary resolution set out at Item No. 8 of the Notice for approval of the members.

Item No. 9

Pursuant to the provisions of section 149, 150, 161 read with Schedule-IV of the Companies Act, 2013 and SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015, upon the recommendation of Nomination & Remuneration Committee, having regard to skills, experience and knowledge of Sh. Ved Parkash Gaur (DIN: 02439897)), the Board of Directors of the Company in its meeting held on 14.08.2020 has appointed him as an additional director in the capacity of independent director for a period of five years w.e.f. 14.08.2020 to 13.08.2025 subject to approval of shareholders of the company. In terms of section 161 of the Companies Act, 2013, Sh. Ved Parkash Gaur (DIN: 02439897) shall hold office up to the date of Annual General Meeting and is eligible to be appointed as an Independent Director of the company. The Company has received a notice in the writing from a member under section 160 of the Companies Act, 2013 proposing the candidature of Sh. Ved Parkash Gaur (DIN: 02439897) for the office of the independent director of the company.

Sh. Ved Parkash Gaur is 75 years of age. He is M.Com. He has retired as Principal of Government College of Boys, Ludhiana. He is having more than 35 years of experience in Teaching and administration. He has been an author of various books on Income Tax Laws. He also remained the Chairman of Ludhiana Stock Exchange for two terms. Having regard to his vast expertise and knowledge, it will be in the interest of the Company to appoint him as an Independent Director.

The Company has received from Sh. Ved Parkash Gaur (i) consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014, to the effect that he is not disqualified under Section 164 of the Companies Act, 2013, and (iii) a declaration to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Sh. Ved Parkash Gaur fulfills the conditions for his appointment as an Independent Director as specified in the Companies Act, 2013 read with SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015. He is independent of Management and possesses appropriate skills, experience and knowledge. Copy of the notice received in writing from a member proposing the candidature and other documents are available for inspection by the members.

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Independent director who has attained the age of 75 years, unless a special resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the notice for such appointment. Considering that during the course of term of appointment of Sh. Ved Parkash Gaur as Independent Director, he has already attained the age of 75 years, it is necessary to approve continuation of his directorship on the Board of Directors of the Company by way of a special resolution.

Sh. Ved Parkash Gaur does not hold any shares in the Company, by himself or for any other person on a beneficial basis.

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

Brief resume of the Sh. Ved Parkash Gaur, 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 the Notice.

The Board recommends the passing of Special resolution set out at Item No. 9 of the Notice for approval of the members.

Item No. 10 and 11

Pursuant to the provisions of Section 161 of the Companies Act, 2013 and on the recommendation of Nomination and Remuneration Committee of the Company, Sh. Abhinav Oswal (DIN: 07619099) was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on 14.08.2020 to hold office of Directorship upto the date of this Annual General Meeting. The board also appointed Sh. Abhinav Oswal (DIN: 07619099) as an Executive Director of the Company for a term of 5 years w.e.f. 01.09.2020 till 31.08.2025. He has already filed requisite consents and documents required under the Companies Act, 2013 before the Board. The Company has also received a notice in the writing from a member under section 160 of the Companies Act, 2013.

Sh. Abhinav Oswal, aged 27 Years has done Bachelor in Business Administration from University of Miami (USA).



Presently he is working as Vice President of the Company and having four years of Experience in Exports, Marketing and Administration. He also serves as Director of various other Group Companies. The Board of Directors considers that in view of the background and expertise of Sh. Abhinav Oswal, it would be in the interest of the Company to appoint him as Executive Director of the Company. He is the son of Mr. Kamal Oswal, Managing Director and falls under the definition of Relative under Section 2(77) of the Companies Act, 2013.

Statement as required under section II of part II of the schedule V of the Companies Act, 2013 with reference to the Special Resolution as set out at Item No. 11 of the Notice.

I) General Information

- 1 Nature of Industry :** Textile and sugar industry
- 2 Date or expected date of commencement of commercial production:** The Company was incorporated on 27.09.1983 and is working since then.
- 3 In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus :** Not Applicable
- 4 Financial performance based on given indicators :**

(Rs. In lacs)

Particulars	For the Year ended	For the year ended
	31.03.2020	31.03.2019
Total Revenue	157272.70	186616.24
Profit/ (Loss) before Tax	(3246.28)	(1087.37)
Profit/ (Loss) after Tax	(2469.20)	(2157.52)

- 5 Foreign investment or collaborators, if any :** Nil

II) Information about the appointee

- 1 Background details:**
Sh. Abhinav Oswal (DIN: 07619099) aged 27 Years, is the son of a renowned industrialist Sh. Kamal Oswal having around 4 years of experience in the industry.
- 2 Past remuneration:**
Remuneration paid for 2019-20 was Rs. 31.02 Lacs.
- 3 Recognition of awards:**
Not applicable
- 4 Job profile and suitability:**
Sh. Abhinav Oswal is working as Vice President of the Company and having four years of Experience in Exports, Marketing and Administration. He was appointed as an Additional Director of the Company on 14.08.2020 and is holding this position since then. He is appointed as an Executive Director of the Company for the period from 01.09.2020 till 31.08.2025.

5 Remuneration proposed:

The remuneration is as described in the Special Resolution at Item No. 11 of the Notice and in case of no profit or inadequate profit in any financial year, the remuneration be paid to him comprising of salary, perquisites and other allowances, as proposed in the resolution and detailed here in above.

6 Comparative remuneration profile with respect to industry size of the Company, profile of the position and person :

Considering the size of the company, the profile of Sh. Abhinav 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:

Sh. Abhinav Oswal is one of the promoters of the company and holds 1000 equity shares in the company. He is also related to Sh. Jawahar Lal Oswal, Chairman, Sh. Kamal Oswal, Managing Director and Sh. Dinesh Oswal, Director of the Company. Sh. Abhinav Oswal has no pecuniary relationship directly or indirectly with the Company other than his remuneration drawn in the Company.

III) Other information

1 Reason for loss or inadequate profit:

The textile Industry was already under severe stress due to subdued domestic demand, declining export demand and damp consumer sentiments. The onset of the COVID-19 pandemic has further affected the fortunes of textile companies. The short to medium term outlook is cautious and estimates of the expected recovery in FY 2020-21 are equally uncertain. The unavoidable declines in trade and output will have painful consequences for businesses. It is expected that domestic demand could revive in third quarter of FY21 with the onset of festive season & reopening of fully retail spaces. Export demand would fairly depend on recoup of major economies. The actual outturn would depend upon the speed with which the outbreak is contained and economic activity returns to normalcy.

2 Steps taken or proposed to be taken for improvement:

It is expected that with the recovery of economies and domestic demands coupled with Government initiatives will benefit the textile industry in the coming years. The management of the company is making all efforts to meet the prevailing concern by focusing its efforts on improving operational parameters and improvement in efficiency of both human and mechanical assets, to reduce the cost pressure.



3 Expected increase in productivity and profits in measurable terms:

It is difficult period for industry, we expect that Government will support the textile and apparel industry in the form of favourable Textile policies, incentives and other benefits which are of paramount importance for the future growth of the industry. Presently Industry is surrounded by new and unprecedented challenges. The Textile Industry is witnessing a slowdown because of global slowdown in the economies of the world and weak demand in domestic market. In anticipation of revival of the economies of U.S. and European Union in future, the Company expects overall improvement in performance over medium to long term.

4 Disclosures:

All disclosures required under Section II of Part II of Schedule-V to the Companies Act, 2013 have been provided in the Explanatory Statement.

His Directorship / Membership in Committees of the Board of various companies are as under:-

Name of the Company	Committee Position
Vardhman Investments Ltd.	—
Simran and Shanaya Company Ltd.	—
J L Growth Fund Ltd.	—
Abhilash Growth Fund Pvt. Ltd.	—

The Board, therefore, recommend the passing of the resolutions (Item No. 10 and 11) of the accompanying Notice in the interest of the Company. Sh. Jawahar Lal Oswal, Sh. Kamal Oswal, Sh. Dinesh Oswal and Mrs. Manisha Oswal, being his relatives and Sh. Abhinav Oswal himself may be deemed to be concerned or interested in the said resolution. None of the other Directors / Key Managerial Personnel of the Company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution as set out at Item No. 10 and 11 of the notice.

Item No. 12

The Management of the Company has been exploring various options for raising long-term funds required by the Company for general corporate purposes, to meet the working capital and capital expenditure requirements of the Company.

As per section 42, 55, 62 and other applicable provisions of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and allotment of Securities) Rules, 2014, the consent of the shareholders is required to be sought to empower/authorize the Board of Directors to offer, issue and allot up to 8,80,000 - 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of the face value of Rs. 100/- each (NCNCRPS), on Preferential basis aggregating to Rs. 8.80 crores, in one or more tranches, to promoter group

entities and their associates on such terms and conditions and manner as may be decided by the board. The Board in its meeting held on 14.08.2020 recommends resolution to be passed by the shareholders. The Resolution at Item No. 12 of the accompanying Notice has accordingly been placed before the members for its approval as Special Resolution. Given below is a statement of disclosure as required under rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2013 and the terms of issue are as under:

a)	The size of the issue and number of Preference Shares to be issued and nominal value of each share:	Up to 8,80,000 – 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 8,80,00,000/- (Rupees eight crores and eighty lacs only)
b)	The nature of such shares i.e. cumulative or non-cumulative, participating or non participating, convertible or non-convertible:	Non-Cumulative, Non-Participating, Non-Convertible, Redeemable Preference Shares
c)	The objectives of the issue:	General corporate purposes to meet out the working capital requirements and capital expenditure.
d)	The manner of issue of shares:	The said Preference Shares are proposed to be issued on preferential basis.
e)	The price at which such shares are proposed to be issued:	The said Preference Shares are proposed to be issued at the face value of Rs. 100/- each
f)	The basis/ justification on which the price has been arrived at:	Not Applicable, since the issue is at Par.
g)	The terms of issue, including terms and rate of dividend on each share etc.:	The proposed Preference Shares shall be issued to promoter group entities and its associates on preferential basis. The Preference Shares shall be non-cumulative, non-convertible and non-participating. The rate of dividend shall be 5.5% p.a. The Preference Shares shall have voting rights as per section 47(2) of the Companies Act, 2013 and are transferrable.
h)	The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the shares are convertible, the terms of conversion:	NCNCRPS shall be redeemable at par within 20 years from the date of their issue or an earlier date only at the discretion of the company.
i)	The manner and mode of redemption:	The proposed Preference Shares shall be redeemed in accordance with the provisions of Companies Act, 2013 read with relevant rules as amended from time to time.
j)	The expected dilution in equity share capital upon conversion of Preference Shares:	Not applicable since the proposed Preference Shares to be issued are non-convertible.

Equity shareholding pattern as on 30.06.2020:-

Sr. No.	Category of the shareholder(s)	No. of Shares held	Percentage to Paid-up Capital (%)
1.	Promoters	27413178	68.82
2.	Mutual Funds and UTI	13173	0.03
3.	Banks & Financial Institutions	61868	0.16
4.	Insurance Companies	107964	0.27
5.	Foreign Holding (NRIs)	226200	0.57
6.	Private Bodies corporate (others)	389109	0.97
7.	IEPF authority	1299512	3.26
8.	Indian Public	10324137	25.92
	TOTAL	39835141	100.00



The Preference Shares are non-convertible there is no dilution in Equity Share Capital. The issue of Preference Shares is in accordance with the provisions of the Articles of Association of the Company. There is no default in the redemption of Preference Shares issued by the Company or in payment of dividend due on any Preference Shares issued by the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives may be deemed to be concerned or interested in the resolution at Item No. 12 except to the extent that the said Preference Shares that may be subscribed to by

the companies/ firms in which they are interested.

The Board, therefore, recommend the passing of special resolution (Item No. 12) of the accompanying Notice in the interest of the Company, for approval of the members.

By Order of the Board of Directors

**Place : Ludhiana
Date : 14th August, 2020**

**sd/-
Mukesh Sood
Company Secretary**

ANNEXURE TO THE NOTICE

Information pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 regarding Directors seeking appointment / re-appointment has been given as hereunder:-

Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Sh. Dinesh Gogna (DIN:00498670) Non-Executive Director Age: 67 years Qualification: B.A., LLB.	More than 41 years of experience in field of Corporate Finance and Taxation	Nahar Industrial Enterprises Ltd.	Audit Stakeholders Relationship CSR	Member Chairman	105	Nil	Non-Executive Director liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : Appointed First Director of the company in terms of Articles of Association Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 5 (five)
		Nahar Spinning Mills Ltd.	Audit Share Transfer CSR	Member Member Member				
		Nahar Poly Films Ltd.	Share Transfer Audit CSR	Member Member Member				
		Oswal Woollen Mills Ltd.	Audit Shareholders	Member Member				
		Cotton County Retail Ltd.	—	—				
		Monte Carlo Fashions Ltd.	Stakeholders Relationship Audit Nomination & Remuneration CSR Share Transfer	Chairman Member Member Member				
		Girnar Investment Ltd.	—	—				
		Oswal Leasing Ltd.	—	—				
		Nahar Capital & Financial Services Ltd.	Share Transfer CSR Risk Management Investment	Member Member Member Member				
		Oswal Denim Ltd.	—	—				
		Crown Star Ltd. (U.K.)	—	—				



NAHAR INDUSTRIAL ENTERPRISES LIMITED

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Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Sh. Navdeep Sharma (DIN:00454285) Non Executive Director Age: 61 years Qualification: B.A., LLB	More than 37 years of experience in the field of Taxation	Nahar Industrial Enterprises Ltd.	—	—	1	Nil	Non-Executive Director liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 12.08.2015 Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 5 (five)
		Nahar Industrial Infrastructure Corpn. Ltd.	—	—				
		Vanaik Investors Ltd.	—	—				
		Nagdevi Trading & Investment Co. Ltd.	—	—				
		J L Growth Fund Ltd.	—	—				
		Oswal Leasing Ltd.	Audit Stakeholders Relationship Nomination & Remuneration Share Transfer	Member Chairman Chairman				
		Kovalam Investment & Trading Co.Ltd.	Audit Stakeholders Relationship Nomination & Remuneration	Member Member				
		Palam Motels Ltd.	—	—				
		Vanaik Spinning Mills Ltd.	—	—				
		Nahar Financial and Investment Ltd.	—	—				
		Abhilash Growth Fund Pvt. Ltd.	CSR	Member				
		Nahar Growth Fund Pvt. Ltd.	—	—				
		Monica Growth Fund Pvt. Ltd.	—	—				
		Ruchika Growth Fund Pvt. Ltd.	—	—				
Dr. Suresh Kumar Singla (DIN: 00403423) Independent Director Age: 70 years Qualification: M.A. (Stats. & Eco.) & Ph.D (Stats)	More than 34 years of experience in Teaching Management & Administration	Nahar Industrial Enterprises Ltd.	Nomination & Remuneration Stakeholders Relationship CSR	Member Member Member	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment: 26.09.2017 Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year:5 (five)
		Nahar Spinning Mills Ltd.	Audit CSR Nomination & Remuneration	Member Member Chairman				
		Nahar Poly Films Ltd.	Audit CSR Nomination & Remuneration	Chairman Member Chairman				



NAHAR INDUSTRIAL ENTERPRISES LIMITED

Annual Report 2019-20

Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
		Nahar Capital & Financial Services Ltd.	Audit CSR Stakeholders Relationship Risk Management Nomination & Remuneration	Member Member Member Member Chairman				
		Oswal Woollen Mills Ltd.	Audit Nomination & Remuneration	Chairman Chairman				
		Monte Carlo Fashions Ltd.	Audit Nomination & Remuneration	Chairman Member				
Dr. Manisha Gupta (DIN:06910242) Independent Director Age: 41 years Qualification: B.Com, MBA, UGC and Phd.	More than 20 years of experience in teaching business and administration.	Nahar Spinning Mills Ltd.	Nomination & Remuneration	Member	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.08.2020 Remuneration last drawn : Nil
		Nahar Poly Films Ltd.	Nomination & Remuneration Stakeholders Relationship	Member Chairperson				
		Nahar Capital & Financial Services Ltd.	Nomination & Remuneration	Member				
		Oswal Woollen Mills Ltd.	Audit Nomination CSR	Member Member Member				
		Monte Carlo Fashions Ltd.	Audit	Member				
Dr. Roshan Lal Behl (DIN:06443747) Independent Director Age: 63 years Qualification: M.Com, MBA (Financial Management) and Ph.D (Corporate Disclosure Practices of Indian Companies)	More than 38 years of experience in the field of academics and administration.	UP Money Ltd.	—	—	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.08.2020 Remuneration last drawn : Nil

**NAHAR INDUSTRIAL ENTERPRISES LIMITED**

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Name of Director, Designation and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share-holding in the company	Relation-ship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Sh. Parvinder Singh Pruthi (DIN:07481899) Independent Director Age:66 years Qualification: B.Sc. Hons. & M.Sc. (Physics) and Member of Indian Revenue Service (Indirect Taxes)	Vast experience in the field of Customs and Excise				Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.08.2020 Remuneration last drawn : Nil
Sh. Ved Parkash Gaur (DIN:02439897) Independent Director Age: 75 years Qualification: M.Com	35 years of experience in the field of academics and administration	Ludhiana Stock & Capital Ltd.	—	—	Nil	Nil	Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.08.2020 Remuneration last drawn : Nil
		R.N.Gupta and Company Ltd.	—	—				

By Order of the Board of Directors
sd/-Place : Ludhiana
Date : 14th August, 2020Mukesh Sood
Company Secretary