

**NOTICE**

Notice is hereby given that the Thirty-Second Annual General Meeting of the members of M/s Nahar Poly Films Limited will be held on **Tuesday, the 29<sup>th</sup> day of September, 2020 at 03:30 P.M.** through Video Conferencing / Other Audio Visual Means to transact the following businesses:

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

- (i) To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 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 31<sup>st</sup> March, 2020 and the Report of the Auditors thereon.

**ITEM NO 2:- DECLARATION OF DIVIDEND**

To declare dividend @ 20% i.e. Rs. 1 per Equity Share of Rs. 5/- each for the year ended 31<sup>st</sup> March, 2020.

**ITEM NO 3:- APPOINTMENT OF MR. KAMAL OSWAL (DIN: 00493213) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION**

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

**ITEM NO 4:- APPOINTMENT OF MR. DINESH GOGNA (DIN: 00498670) AS A NON-EXECUTIVE DIRECTOR LIABLE TO RETIRE BY ROTATION**

To appoint a director in place of Mr. Dinesh Gogna (DIN: 00498670), who retires by rotation and being eligible offers himself for re-appointment.

**SPECIAL BUSINESS:****ITEM NO 5:- RATIFICATION OF REMUNERATION OF COST AUDITORS OF THE COMPANY**

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

**“RESOLVED THAT** pursuant to the provisions of Section 148(3) and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) for the time being in force) the Cost Auditors M/s. Khushwinder Kumar & Associates (Firm Registration No. 000102) appointed by the Board to conduct the audit of the Cost Records of the Company for the Financial year 2020-21, be paid a remuneration of Rs. 45000 (Rupees Forty Five Thousand Only) plus applicable taxes and reimbursement of out of pocket expenses.”

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

**ITEM NO 6:- APPOINTMENT OF MR. SAMBHAV OSWAL (DIN: 07619112) AS A DIRECTOR OF THE COMPANY**

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 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Sambhav Oswal (DIN: 07619112), who was appointed as an Additional Director effective from 26<sup>th</sup> June, 2020 and who holds such office upto the date of 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 from a member proposing his candidature for the office of the 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 are hereby authorised to do all such acts, deeds, things and



take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 7:- APPOINTMENT OF MR. SAMBHAV OSWAL (DIN: 07619112) AS AN EXECUTIVE DIRECTOR OF THE COMPANY**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and as may be enacted from time to time) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent and approval of the members, be and is hereby accorded for the appointment of Mr. Sambhav Oswal (DIN: 07619112) as an Executive Director of the Company, for a period of 5 (five) years effective from 1<sup>st</sup> July, 2020 to 30<sup>th</sup> June, 2025 on the remuneration and perquisites as set out below:

1. **Salary (Per Month):**  
Rs. 10,00,000 - 1,00,000 - 15,00,000.
2. **Commission:** 2% of the Net Profit.
3. **Perquisites:** Following perquisites shall be allowed in addition to salary and commission:
  - i. **Housing:** Mr. Sambhav Oswal shall be entitled to House Rent Allowance @30% of the salary.  
**Explanation :** The Expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per income Tax rules, 1962. This shall however be subject to a ceiling of 10% of the salary of Mr. Sambhav Oswal.
  - ii. **Medical Reimbursement:** Reimbursement of expenses incurred for self and family subject to a ceiling of one month's salary in a year or two month salary over a period of two years.
  - iii. **Leave Travel Concession:** Leave Travel Concession for self and family once in a year incurred by him.

- iv. **Club Fees:** Fees of club subject to a maximum of two clubs including Admission Fees and Life Membership Fees.
- v. **Personal Accident Insurance:** Personal Accident Insurance of an amount, the annual premium of which shall not exceed Rs. 20,000/-.
- vi. **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.
- vii. **Gratuity:** Gratuity payable shall not exceed half month's salary for each completed year of service.
- viii. **Leave Encashment:** Encashment of leave at the end of the tenure, as per rules of the Company.
- ix. **Car and Telephone:** Free use of Company's car with Driver for official work and telephone at residence.”

**NOTE:** For the purpose of perquisites stated herein above, family means the spouse, the dependent children, dependent parents of the appointee.”

“**RESOLVED FURTHER THAT** the Board of Directors on the recommendation of Nomination and Remuneration Committee be and are hereby authorised to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and do all such acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**BY ORDER OF THE BOARD**

**BHOOMIKA  
(COMPANY SECRETARY)**

**Dated: 12<sup>th</sup> August, 2020**

**Regd. Office:  
376, Industrial Area-A, Ludhiana -141003  
CIN: L17115PB1988PLC008820  
E-mail: secnel@owmnaahar.com**

**NOTES:**

1. In view of the situation arising due to COVID-19 global pandemic, social distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020 and Securities and Exchange Board of India (SEBI) vide its Circular No. SEBI/HO/CFD/CMD1/CIR/ P/ 2020/79 allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of members at a common venue. Thus, in compliance with the said Circulars, the 32<sup>nd</sup> Annual General Meeting (AGM) of the Company will be held through video conferencing (VC) or other audio visual means (OAVM). Hence, members can attend and participate in the AGM through VC/OAVM. The detailed procedure for participation in the meeting through VC/OAVM is as per note no. 25.
2. The 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.
3. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice. However, in pursuance of Section 113 of the Companies Act, 2013, body corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and cast their votes through e-voting.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020 and SEBI Circular dated May 12, 2020, the Notice calling the AGM alongwith Annual Report for the year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that Notice and Annual Report 2019-20 has been uploaded on the website of the Company at [www.owmnahar.com](http://www.owmnahar.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
6. The Register of Members and Share Transfer Register of the Company shall remain closed from 19<sup>th</sup> September, 2020 to 21<sup>st</sup> September, 2020 (both days inclusive) for the purpose of equity dividend for the year ended 31<sup>st</sup> March, 2020.
7. The dividend on equity shares as recommended by the Board of Directors, if approved at the Annual General Meeting will be paid to the members subject to deduction of tax at source, whose names shall appear in Register of Members as on 18<sup>th</sup> September, 2020 or Register of Beneficial Owners, maintained by the Depositories at the close of 18<sup>th</sup> September, 2020.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more



- shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
9. In terms of the provisions of Section 152 of the Companies Act, 2013, Mr. Kamal Oswal and Mr. Dinesh Gogna, Non-Executive Directors, retire by rotation at this Meeting and offered themselves for re-appointment. The Nomination and Remuneration Committee and the Board of Directors of the Company commend their respective re-appointments.
  10. The relevant information under Regulation 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, regarding the Directors who are proposed to be appointed/re-appointed, is given hereto and form part of the Notice.
  11. Pursuant to Section 124(5) of the Companies Act, 2013, unclaimed dividend upto the financial year 2011-12 has been transferred to Investor Education and Protection Fund. Further, there are no unpaid dividends for the year 2012-13 to be transferred to Investor Education and Protection Fund as the company did not declare dividend for the said year.
  12. 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://owmnahar.com/nahar\\_polyfilm/Transfer-of-Equity-Shares-to-IEPF.php](http://owmnahar.com/nahar_polyfilm/Transfer-of-Equity-Shares-to-IEPF.php). The said details have also been uploaded on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).
  13. 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.
  14. As per Regulation 40 of SEBI (LODR) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f. 1<sup>st</sup> April, 2019 except in case of request received for transmission or transposition of securities.  
In view of the above and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agent: M/s. Alankit Assignments Limited for assistance in this regard.
  15. 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.
16. To avail the facility of nomination, Members are requested to send us duly filled and signed Nomination Form (Form No. SH-13).
  17. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent: M/s. Alankit Assignments Limited, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
  18. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
  19. The Securities and Exchange Board of India (SEBI) has mandated the submission of the Permanent Account Number (PAN) and Bank Details by every participant in the securities market. Members holding shares in electronic form are requested to submit their PAN to their Depository Participant(s). Members holding shares in physical form are requested to submit their self attested copy of PAN card and bank details alongwith Original cancelled cheque leaf/attested bank passbook showing name of account holder and address, to the Company's Registered Office at 376, Industrial Area-A, Ludhiana – 141003 / Registrar and Share Transfer Agents, M/s. Alankit Assignments Limited, Unit: Nahar Poly Films Limited, Alankit House, 4E/2, Jhandewalan Extension, New Delhi-110055.
  20. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection in electronic mode during the AGM. All other documents referred to in the Notice will be available for inspection in electronic mode without any fee by the members from the date of circulation of this Notice up to the date of AGM i.e. September 29, 2020. Members seeking to inspect such documents can send an email to [secnel@owmnahar.com](mailto:secnel@owmnahar.com).
  21. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
  22. The members who have voted through remote e voting will be eligible to attend the AGM but they will not be eligible to vote at the AGM.
  - 23. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED:**
    1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [secnel@owmnahar.com](mailto:secnel@owmnahar.com).



- 2. 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 [secnel@owmnaahar.com](mailto:secnel@owmnaahar.com).
- 3. The company shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

**24. Instructions for shareholders Voting through electronic mode are as under:**

- (i) The voting period begins on 26<sup>th</sup> September, 2020 (9:00 A.M.) and ends on 28<sup>th</sup> September, 2020 (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 Tuesday, 22<sup>nd</sup> September, 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](http://www.evotingindia.com)
- (iv) Click on "Shareholders" tab
- (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 No 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](http://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:

<b>For Members holding shares in Demat Form and Physical Form</b>	
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"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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).</li> </ul>

- (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 the relevant <NAHAR POLY FILMS 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 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”. 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. vote.**
- (xx) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at [bathla7@gmail.com](mailto:bathla7@gmail.com) and to the Company at [secnel@owmnahar.com](mailto:secnel@owmnahar.com) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (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 cut-off date 22<sup>nd</sup> September, 2020 may follow the same instructions as mentioned above for e-voting.
- (xxii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact Mr. Nitin Kunder (022- 23058738 ) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call or call on 022-23058542/43.

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

Ms. Bhoomika

Company Secretary & Compliance Officer  
376, Industrial Area-A, Ludhiana – 141003  
0161-2600701 to 2600705  
[secnel@owmnahar.com](mailto:secnel@owmnahar.com)

## **25. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. 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.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [secnel@owmnahar.com](mailto:secnel@owmnahar.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [secnel@owmnahar.com](mailto:secnel@owmnahar.com). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

## **26. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility 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 system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through





VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

- 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. They will not be eligible to vote at the AGM.

**OTHER INSTRUCTIONS:**

- 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.
- The Company has appointed Mr. P.S. Bathla, Practising Company Secretary (Membership No. FCS 4391), to act as the Scrutinizer to the e-voting process i.e. votes casted during the AGM and votes casted through remote e-voting, in a fair and transparent manner.
- The Scrutinizer will submit his report to the Chairman of the Company ('the Chairman') or to any other person authorized by the Chairman after the completion of the scrutiny of the e-voting (votes casted during the AGM and votes casted through remote e-voting), not later than 48 hours from the conclusion of the AGM.
- The results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.ownahar.com](http://www.ownahar.com) and on the website of CDSL i.e. [www.cdslindia.com](http://www.cdslindia.com). The results shall simultaneously be communicated to the Stock Exchanges.
- Subject to the receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the 32<sup>nd</sup> Annual General Meeting i.e. 29<sup>th</sup> September, 2020.
- A person who is not a Member as on the cut-off date i.e. 22<sup>nd</sup> September, 2020 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 7 of the accompanying Notice.

**ITEM NO. 5**

As per the provisions of Companies (Cost Records and Audit) Amendment Rules, 2014 notified by MCA vide its notification dated 31<sup>st</sup> December, 2014, Company's activities fall within the purview of Cost Audit requirement. Accordingly the Board, at its meeting held on 26<sup>th</sup> June, 2020 on the recommendation of Audit Committee, approved the appointment and remuneration of Rs.45000/- (Rupees Forty Five Thousand Only) of M/s. Khushwinder Kumar & Associates (Firm Registration No.000102) for conducting the Cost Audit of the Cost records of the Company for the financial year 2020-21.

In accordance with the provisions of Section 148(3) of The Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration as mentioned above, payable to the Cost Auditors, as recommended by the Audit Committee and approved by the Board of Director has to be ratified by the shareholders of the Company.

Accordingly, the consent and approval of the shareholders is being sought for passing an Ordinary Resolution as set out at the Item No. 5 of the Notice for ratification of the remuneration payable to M/s. Khushwinder Kumar & Associates (Firm Registration No.000102) for the financial year ended 2020-21.

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

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

**ITEM NO. 6**

Pursuant to the provisions of Section 152 and 161 of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, appointment of director requires approval of members.

The Nomination and Remuneration Committee after verifying the profile and suitability of Mr. Sambhav Oswal, has recommended to the Board his appointment. Accordingly, the Board having regard to skills, knowledge and experience of Mr. Sambhav Oswal in its meeting held on 26<sup>th</sup> June, 2020 has appointed Mr. Sambhav Oswal as Additional Director of the Company and he will hold the office of the Additional Director upto the date of this Annual General Meeting. The company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Sambhav Oswal for the office of the Director of the Company.

Mr. Sambhav Oswal is 27 years of age. He has done his graduation in Business Administration from University of Southern California, USA. He has an experience of more than 5 years. During his work, he has acquired great experience in the areas of Marketing, Exports, Finance and Corporate Affairs. Mr. Sambhav Oswal has worked in the capacity of Vice President – Corporate Affairs in large Textile Company. During his association with the company, he has acquired good experience in Exports, Marketing and Corporate Affairs. He is also serving as a Director on the Board of various other Companies. Having regard to his educational background and expertise, it will be in the interest of the Company to appoint him as a Director.

The Company has received from Mr. Sambhav Oswal (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. In the opinion of the Board, Mr. Sambhav Oswal fulfills the conditions for his appointment as Director as specified in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Except Mr. Sambhav Oswal, the appointee, Mr. Jawahar Lal Oswal (Chairman), Mr. Dinesh Oswal (Director) and Mr. Kamal Oswal (Director) being the relatives of Mr. Sambhav Oswal may be deemed to be concerned or interested in the said resolution in regards to his appointment.

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

Brief resume of Mr. Sambhav Oswal, nature of his expertise and names of companies in which he holds the directorship/ membership/ chairmanship of Board Committees, shareholding and relationship between Directors inter-se as stipulated under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice.

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

**ITEM NO. 7**

Mr. Sambhav Oswal was appointed as Additional Director of the Company on 26<sup>th</sup> June, 2020. The Board on the recommendation of Nomination and Remuneration Committee in its meeting held on 26<sup>th</sup> June, 2020, appointed Mr. Sambhav Oswal as an Executive Director of the Company under Section 196 of the Companies Act, 2013, subject to the shareholder's approval for a period of five years effective from 1<sup>st</sup> July, 2020 to 30<sup>th</sup> June, 2025 on the remuneration and perquisites as set out in the resolution at Item No. 7 of the Notice.

Mr. Sambhav Oswal is 27 years of age. He has done his graduation in Business Administration from University of Southern California, USA. He



has an experience of more than 5 years. During his work, he has acquired great experience in the areas of Marketing, Exports, Finance and Corporate Affairs. Mr. Sambhav Oswal has worked in the capacity of Vice President – Corporate Affairs in large Textile Company. During his association with the company, he has acquired good experience in Exports, Marketing and Corporate Affairs. He is also serving as a Director on the Board of various other Companies. Having regard to his educational background and expertise, it will be in the interest of the Company to appoint him as an Executive director of the Company.

Mr. Sambhav Oswal is eligible for appointment as Executive Director and his remuneration and perquisites as set out in the resolution are in accordance with the provisions of Section 197 read with Schedule V of the Companies Act, 2013. The resolution as given in the Notice may also be treated as an abstract of Section 190 of the Companies Act, 2013. The Terms and conditions of appointment as set out in the draft agreement to be entered into between the Company and Mr. Sambhav Oswal, is available for inspection at the Registered Office of the Company.

Except Mr. Sambhav Oswal, the appointee, Mr. Jawahar Lal Oswal (Chairman), Mr. Dinesh Oswal (Director) and Mr. Kamal Oswal (Director) being the relatives of Mr. Sambhav Oswal may be deemed to be concerned or interested in the said resolution in regards to his appointment.

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

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

**BRIEF PROFILE OF MR. SAMBHAV OSWAL, BEING APPOINTED AS SET OUT IN THE NOTICE**

<b>Name</b>	Mr. Sambhav Oswal
<b>Designation</b>	Executive Director
<b>Date of Birth</b>	03.06.1993
<b>Age</b>	27
<b>Nationality</b>	Indian
<b>Date of Appointment</b>	01.07.2020
<b>Qualification</b>	Bachelor's degree in Business Administration from University of Southern California, USA
<b>Experience</b>	5 years of experience in Exports, Marketing and Corporate Affairs.
<b>Terms of Appointment</b>	Five Years
<b>Remuneration for the Financial Year 2019-20</b>	Not Applicable
<b>Disclosure of relationship</b>	Mr. Sambhav Oswal is the son of Mr. Dinesh Oswal. He is Grandson of Mr. Jawahar Lal Oswal and Nephew of Mr. Kamal Oswal.
<b>Shareholding</b>	1000 Equity Shares of Rs. 5/- each.
<b>No. of Board Meetings attended during the year</b>	Not Applicable
<b>Other Directorships</b>	1.Vanaik Investors Ltd. 2.Atam Vallabh Financiers Ltd. 3.Nahar Growth Fund Private Limited 4.Nagdevi Trading and Investment Company Limited 5.Closettrunk Private Limited 6.Sankheshwar Holding Company Limited
<b>Other Committee Membership/ Chairmanship</b>	Nil

**ADDITIONAL INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 REGARDING DIRECTOR SEEKING RE-APPOINTMENT.**

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

<b>Name</b>	Mr. Kamal Oswal			Mr. Dinesh Gogna		
<b>Age</b>	57			67		
<b>Qualification</b>	B.Com			B.A.LLB		
<b>Experience</b>	Having more than 38 years of experience in Textile, Woollen and Packaging industry.			Having more than 43 years of experience in Corporate Finance and Taxation		
<b>Shareholding</b>	31500 Equity Shares of Rs. 5/- each			2127 Equity Shares of Rs. 5/- each		
<b>Other Directorships in Listed Companies</b>	<b>Name of the Company</b>		<b>Status</b>	<b>Name of the Company</b>		<b>Status</b>
	1. Nahar Spinning Mills Ltd		Director	1. Nahar Spinning Mills Ltd		Director
	2. Nahar Capital And Financial Services Limited		Director	2. Nahar Capital And Financial Services Limited		Director
	3. Nahar Industrial Enterprises Limited		Director	3. Nahar Industrial Enterprises Limited		Director
	4. Oswal Leasing Limited		Director	4. Monte Carlo Fashions Limited		Director
				5. Oswal Leasing Limited		Director
<b>Other Listed Companies Committee's Membership / Chairmanship</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Status</b>	<b>Name of the Company</b>	<b>Name of the Committee</b>	<b>Status</b>
	1. Nahar Industrial Enterprises Limited	Stakeholder's Relationship	Member	1.Nahar Spinning Mills Limited	Audit	Member
				2.Nahar Industrial Enterprises Limited	Audit Stakeholder's Relationship	Member Chairman
				3.Monte Carlo Fashions Limited	Audit Stakeholder's Relationship	Member Chairman
<b>Disclosure of relationship between Directors inter-se</b>	Mr. Kamal Oswal is the son of Mr. Jawahar Lal Oswal, brother of Mr. Dinesh Oswal and uncle of Mr. Sambhav Oswal.			NIL		

**BY ORDER OF THE BOARD****BHOOMIKA  
(COMPANY SECRETARY)****Dated: 12<sup>th</sup> August, 2020****REGD.OFFICE  
376, Industrial Area-A,  
Ludhiana -141003(India)  
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E-mail: [secnel@owmnahar.com](mailto:secnel@owmnahar.com)**