

**FORM No. MGT-13**  
**Report of Scrutinizer(s)**

*[Pursuant to section 108 & 109 of the Companies Act, 2013 and rule 20 & 21 of the Companies  
(Management and Administration) Rules, 2014]*

To,  
The Chairman  
Nahar Spinning Mills Limited  
Ludhiana.

The 43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Nahar Spinning Mills Limited held on Monday, the 25<sup>th</sup> September, 2023 at 10:00 A.M through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM").

Dear Sir,

I, P. S. Bathla, Company Secretary in practice, appointed as Scrutinizer by the Board of Directors of Nahar Spinning Mills Limited, to scrutinize the remote e-voting process commenced on 22.09.2023 at 09.00 A.M. and ended on 24.09.2023 at 05.00 P.M as well as e-voting held at the Annual General Meeting for the below mentioned resolutions, at the 43<sup>rd</sup> Annual General Meeting of the Equity Shareholders of Nahar Spinning Mills Limited held on Monday, the 25<sup>th</sup> September, 2023 at 10:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under:

1) The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to the remote e-voting process as well as e-voting held at the Annual General Meeting on the resolutions proposed in the notice of the said Annual General Meeting is the responsibility of the management.

My responsibility as a scrutinizer is to ensure that the remote e-voting process as well as e-voting held at the Annual General Meeting are conducted in fair and transparent manner and render the consolidated scrutinizers report of the total votes cast in favour and against, if any, to the Chairman, based on reports generated from the CDSL website [www.evotingindia.com](http://www.evotingindia.com).

2) After the conclusion of Annual General Meeting, the votes cast through remote e-voting as well as e-voting held at the Annual General Meeting were unblocked on 25<sup>th</sup> September, 2023 at 10:50 a.m. in presence of two witnesses namely Ms. Rekha Rani and Ms. Saanya.

3) The invalid votes as applicable have been mentioned properly.

4) The result of the E-Voting is as under:



**(1) Resolution** – To consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31st March, 2023 and the Reports of the Board of Directors and Auditors thereon. **(Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
113	26400842	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	423	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes casted / shares held by them
Did not Vote	2 1342

**(2) Resolution** – To declare dividend of Rs. 1.50 per equity share of Rs. 5/- each on Equity Share capital for the financial year ended 31st March, 2023. **(Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
115	26402184	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
2	423	0.00

(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes casted / shares held by them
NIL	NIL



(3) **Resolution** – To appoint a Director in place of Mr. Dinesh Gogna (DIN: 00498670), in terms of Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**

(i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
111	26401377	100.00

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	1194	0.00

(iii) Invalid votes:

Number of members whose votes were declared , invalid	Total number of votes casted / shares held by them
Did not Vote	1 36

(4) **Resolution** – To appoint a Director in place of Mr. Kamal Oswal (DIN: 00493213), in terms of Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**

i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
112	26377198	100.00

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	623	0.00





iii) Invalid votes:

Number of members whose votes were declared invalid		Total number of votes casted / shares held by them
Did not Vote	1	36
Being Related	1	24750

\*\*The votes casted by Mr. Kamal Oswal having total of 24750 shares of Total Casted Votes have been excluded from the total votes casted as being interested in the resolution.

(5) **Resolution** – Ratification of Remuneration of Cost Auditors of the Company (**Ordinary Resolution**)

i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
111	26401941	100.00

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	630	0.00

iii) Invalid votes:

Number of members whose votes were declared invalid		Total number of votes casted / shares held by them
Did not Vote	1	36

(6) **Resolution** – To approve increase in the fee payable to Mr. Jawahar Lal Oswal, Non-Executive Director/Chairman of the Company (**Special Resolution**)

i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
95	26027129	98.92

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
21	285104	1.08



iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of shares held by them
1	90374

\*\*The votes casted by Mr. Jawahar Lal Oswal having total of 90374 shares of Total Casted Votes have been excluded from the total votes casted as being interested in the resolution.

**(7) Resolution – To increase Borrowing limit of the Company (Special Resolution)**

i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
110	26401375	100.00

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
6	1196	0.00

iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes casted / shares held by them
Did not Vote	1 36

**(8) Resolution – To Create Charges/Mortgages on the Assets of the Company for Securing the Loan Availd/To Be Availd by the Company (Special Resolution)**

i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
112	26401946	100.00



ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	625	0.00

iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes casted / shares held by them
Did not Vote	1 36

5) A list of equity shareholders who voted "FOR", "AGAINST" is enclosed.

6) The electronic data and all other relevant records were handed over to the Company Secretary/Director authorized by the Board for safe keeping.

The percentages have been rounded off to two decimal places.

**Resolutions at Item No. 1 to 5 have been Ordinary Resolutions. Further Resolutions at Item No. 6 to 8 have been Special Resolutions. All these resolutions have been carried with requisite majority.**

Thanking you,

Yours faithfully,

Place: Ludhiana

Date: 25<sup>th</sup> September, 2023.

UDIN: F004391E001079894

**For P S Bathla & Associates**



Parminder Singh Bathla

**Company Secretary**

FCS No. 4391

C.P No. 2585

Peer Review No. 1306/2021

SCO-6, Feroze Gandhi Market,

Ludhiana