

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 42nd Annual General Meeting of the Equity Shareholders of Nahar Spinning Mills Limited held on Wednesday, the 24th August, 2022 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 21.08.2022 at 09.00 A.M. and ended on 23.08.2022 at 05.00 P.M as well as e-voting held at the Annual General Meeting for the below mentioned resolutions, at the 42nd Annual General Meeting of the Equity Shareholders of Nahar Spinning Mills Limited held on Wednesday, the 24th August, 2022 at 10:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), submit my report as under:

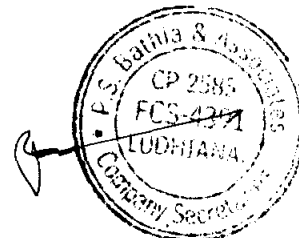
1) The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to the remote e-voting process as well as e-voting held at the Annual General Meeting on the resolutions proposed in the notice of the said Annual General Meeting is the responsibility of the management.

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.

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 24th August, 2022 at 10:55 a.m. in presence of two witnesses namely Ms. Rekha Rani and Mr. Gurmail Singh.

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, 2022 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
104	26700555	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	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	01 1306

(2) **Resolution** – To confirm Interim Dividend of Rs. 1.50/- per equity share of Rs. 5/- each and to declare dividend of Rs. 2.00 per equity share of Rs. 5/- each on Equity Share capital for the financial year ended 31st March, 2022. **(Ordinary Resolution)**

(i) Voted in favour of the resolution:

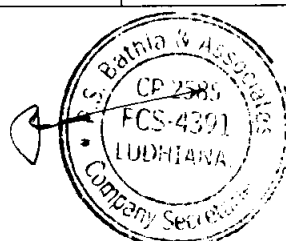
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
105	26701861	100

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	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. Jawahar Lal Oswal (DIN:00463866), 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
100	26584709	99.90

(ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	26778	0.10

(iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes casted / 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.**

(4) **Resolution** – To appoint a Director in place of Mr. S.K. Sharma (DIN: 00402712), in terms of Section 152(6) of the Companies Act, 2013, who retires by rotation and being eligible, offers himself for re-appointment. **(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
92	26565415	99.49

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
13	136446	0.51

iii) Invalid votes:

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

(5) **Resolution –Appointment of Statutory Auditors (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
104	26698977	99.99

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	2884	0.01

iii) Invalid votes:

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

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

i) Voted in favour of the resolution:

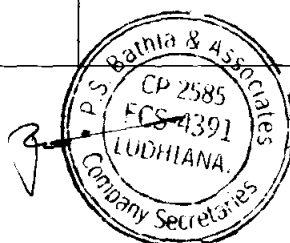
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
101	26698606	99.99

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
4	3255	0.01

iii) Invalid votes:

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



(7) Resolution – To approve Increase in Remuneration of Ms. Tanvi Oswal (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
76	26230637	98.70

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
26	345458	1.30

iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of shares held/ votes casted by them
Being Related	3 125766

**The votes casted by 3 members having total of 125766 shares of Total Casted Votes have been excluded from the total votes casted as they being related to director whose remuneration is being increased.

(8) Resolution – To appoint Dr. Yash Paul Sachdeva (DIN: 02012337), as an Independent Director (Special Resolution)

i) Voted in favour of the resolution:

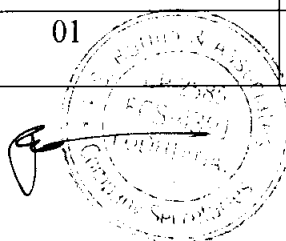
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
101	26501700	99.25

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	199661	0.75

iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of shares held/ votes casted by them
Did not vote	01 500



(9) **Resolution** – To appoint Dr. Anchal Kumar Jain (DIN: 09546925), as an Independent Director
(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
104	26701691	100

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
1	170	0.00

iii) Invalid votes:

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

(10) **Resolution** – Re-appointment of Dr. Vijay Asdhir (DIN: 06671174), as an independent director
(Special Resolution)

i) Voted in favour of the resolution:

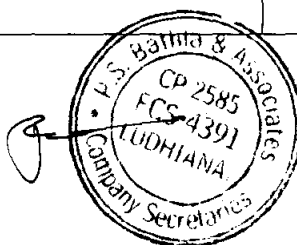
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
102	26502200	99.25

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
3	199661	0.75

iii) Invalid votes:

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



(11) **Resolution** – Re-appointment of Dr. Manisha Gupta (DIN: 06910242), as an independent director (**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
100	26476125	99.15

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
5	225736	0.85

iii) Invalid votes:

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

(12) **Resolution** – To approve the transaction(s) / Contract (s) with Related Parties in the Ordinary Course of Business (**Ordinary Resolution**)

i) Voted in favour of the resolution:

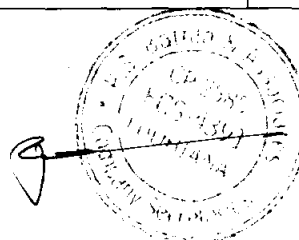
Number of members voted	Number of votes cast by them	% of total number of valid votes cast
86	26534144	99.37

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
19	167717	0.63

iii) Invalid votes:

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



(13) **Resolution** – To approve the payment to Mr. Jawahar Lal Oswal, Non-Executive Director of the Company under regulation 17(6)(CA) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (**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
88	26448107	99.39

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
16	163380	0.61

iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes casted / 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.

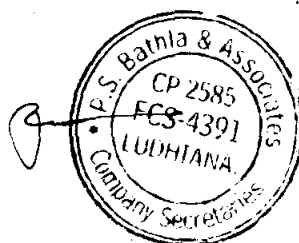
(14) **Resolution** – To approve the payment of remuneration to Mr. Dinesh Oswal (DIN: 00607290), Managing director of the Company under regulation 17(6)(CA) of SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 (**Special Resolution**)

i) Voted in favour of the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
85	26413003	99.38

ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
19	165092	0.62



iii) Invalid votes:

Number of members whose votes were declared invalid	Total number of votes casted / shares held by them
1	123766

**The votes casted by Mr. Dinesh Oswal having total of 123766 shares of Total Casted Votes have been excluded from the total votes casted as being interested in the resolution.

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.

All the resolutions have been carried with requisite majority.

Thanking you,

Yours faithfully,

Place: Ludhiana

Date: 24th August, 2022

UDIN: F004391D000839324

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