



Nahar

INDUSTRIAL ENTERPRISES LTD.

Regd. & Admn. Office : Focal Point, Ludhiana - 141 010. (INDIA)
Phones : 0091-161-2672590 to 91, 5064200 Fax : 0091-161-2674072, 5083213
E-mail : nilldh@ownnahar.com, Website : www.ownnahar.com



NIEL:SCY:2016: 386

2nd September, 2016

BSE Ltd.

Department of Corporate Services
27th Floor, P.J.Towers, Dalal Street, Fort,
MUMBAI – 400 001
Scrip Code: 519136

National Stock Exchange of India Ltd.

Exchange Plaza, Bandra-Kurla Complex,
Bandra (East),
MUMBAI – 400 051
Securities Symbol – NAHARINDUS

Dear Sirs,

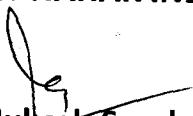
Re: Annual General Meeting Updates

Please find attached herewith the Notice of 32nd Annual General Meeting of the Company scheduled to be held on Friday, the 30th September, 2016 at 10.00 a.m. at the registered office of the company.

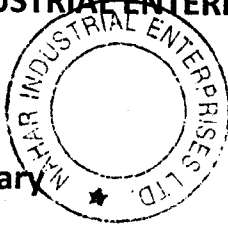
This is for your information.

Thanking you,
Yours faithfully,

For NAHAR INDUSTRIAL ENTERPRISES LIMITED


Mukesh Sood
Company Secretary

Encl: as above



**NOTICE**

Notice is hereby given that the **32nd Annual General Meeting** of the members of Nahar Industrial Enterprises Limited will be held on **Friday, the 30th day of September, 2016 at 10.00 A.M.** at the Registered Office of the company situated at Focal Point, Ludhiana (Punjab) - 141010 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, 2016 along with Reports of the Auditors and Directors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2016 along with Report of the Auditors thereon.
2. To declare dividend on Equity Shares for the year ended on 31st March, 2016
3. 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 reappointment.
4. 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 reappointment.
5. To appoint Auditors of the Company for the financial year 2016-17 and fix their remuneration and to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s.Raj Gupta & Co., Chartered Accountants, (Firm Registration No. 000203N), the retiring auditors be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company at such remuneration and other expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

6. **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 the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. Ramanath Iyer & Co., Cost Accountants, (Firm Registration No. 000019) 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, 2017, the company do hereby confirm and ratify the remuneration of ₹ 2,70,000/- (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."

7. **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 197 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, the approval of the members of the Company be and is hereby given that Sh. Kamal Oswal (DIN: 00493213), who was reappointed as the Managing Director of the Company in the 28th Annual General Meeting held on 29th September, 2012 be paid remuneration w.e.f. 1st April, 2016 up to the remaining period of his tenure i.e. 31st January, 2018, by way of Salary, perquisites, allowances and commission as mentioned below subject to the overall maximum managerial remuneration calculated in the manner as provided under the Companies Act, 2013 and rules framed thereunder with liberty to the Board of Directors to alter and vary the terms and conditions of appointment/ remuneration:

1. **Salary** - Rs. 40,00,000/- (Rupees forty lacs only) per month.
2. **Commission** - 1.5% of the net profit.
3. **Perquisites as mentioned below:-**
 - a) **Housing:** Sh. Kamal Oswal shall be entitled to House Rent Allowance @ 60% 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 Sh. Kamal Oswal.
 - b) **Medical Reimbursement:** Reimbursement of medical expenses incurred (including medical insurance premium) on self and family subject to a ceiling of one month salary in a year. However, this medical entitlement can be accumulated for the period of five years.
 - c) **Leave Travel Concession:** Leave Travel Concession for self and family once in a year as per company's rules.
 - d) **Personal Accident Insurance:** Personal Accident Insurance of an amount the annual premium of which shall not exceed Rs. 20,000/- per annum.
 - e) **Car & Telephone:** Free use of company's car for official work as well as for personal purposes along with driver and telephone at company's cost.
 - f) **Club Membership:** Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fee.
 - g) **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.



Note: For the purposes of perquisites stated here-in-above family means the spouse, the dependent children and dependant parents of the appointee.

"RESOLVED FURTHER THAT the consent of the members be and is hereby given that in the event of any loss or inadequacy of profits in any financial year during his remaining tenure, the Company shall pay Mr. Kamal Oswal, the remuneration by way of salary, perquisites or any other allowances within the limits specified in schedule V of the Companies Act, 2013 (including any statutory modifications or re-enactments thereof, for the time being in force) as minimum remuneration."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as in its absolute discretion it may consider necessary, expedient or desirable in order to give effect to the above resolution."

8. To Consider and if thought fit to pass with or without modification the following resolution as an Ordinary Resolution:-

"RESOLVED THAT pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent and approval of the Company be and is hereby accorded to the Board of Directors to enter into an Agreement/Contracts/Transaction with Related Parties namely Oswal Woollen Mills Ltd., Cotton County Retail Ltd, Nahar Spinning Mills Ltd., Monte Carlo Fashions Ltd. and Vanaik Spinning Mills Ltd. for sale and purchase of yarn, fabrics, garments and job work etc. for a period of five years w.e.f. 1st April, 2017 which may be renewed with the mutual consent of the parties."

"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."

By Order of the Board of Directors
sd/-

Place : Ludhiana
Date : 29th August, 2016

Mukesh Sood
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING (THE "MEETING") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten

percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. 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.
4. The Register of Members and Share Transfer Books of the Company shall remain closed from 17th September, 2016 to 30th September, 2016 (both days inclusive).
5. 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.
6. Electronic copy of the Annual Report for the year 2015-16 is being sent to all the members whose Email IDs are registered with the Company/Depository Participant for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered the Email address, physical copies of the Annual Report is being sent separately.
7. 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.
8. Members holding equity shares in physical form are requested to notify the change of their address, if any, at the earliest to the Company's Share Department or Registrar & Transfer Agent (RTA). However, members holding equity shares in dematerialized form may notify the change in their address, if any, to their respective depository participants.
9. 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, the Share Transfer Agent for both physical and demat segment of equity shares. Please quote on all correspondence - Unit: Nahar Industrial Enterprises Limited.
10. Members are hereby informed that dividends, which remain unclaimed / unpaid over a period of seven years, have to be transferred by the company to the Investor Education & Protection Fund constituted by the Central Government under section 205(A) & 205(C)



of Companies Act, 1956. The unclaimed / unpaid amount of dividend for the financial year 2008-09 onwards will be transferred to the above mentioned fund from 4.10.2016 onwards.

11. 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.
12. The Company provides the facility of Electronic Clearing Service (ECS) for payment of Dividend. The shareholders holding equity shares in physical form and who wish to avail ECS facility may intimate ECS mandate to the Company's Share Department / RTA immediately.
13. The members are requested to bring the copy of Annual Report along with them at the meeting.

Voting through electronic means

- 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 32nd 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. Members who have not registered their E-mail address will receive this Annual Report along with Postal Ballot Form through permitted mode.
- III. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on 27.09.2016 (09.00 AM) and ends on 29.09.2016 (05.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 23.09.2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on "Shareholders".
 - (v) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.

(vi) Next enter the Image Verification as displayed and Click on Login.

(vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(viii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<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. The SQN is printed where shareholder's address is given on the annual report. In case the sequence number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 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-160820009 for 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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login 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 from their mobiles. The m-voting app can be downloaded from Google Play Store, App Store (iphone) and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non-individual Shareholders and Custodian:-
- Non-individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as 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 linked in the Login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- IV. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- V. The Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
- VI. A member can opt for only one mode of voting i.e. either through e-voting or by Ballot Form. If a member votes by both modes, the voting done through e-voting shall prevail and Ballot Form shall be treated as invalid.
- VII. M/s. P.S. Bathla & Associates, a firm of Company Secretaries in Practice (C.P. No. 2585) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner (including the ballot forms received from members who do not have access to the e-voting process). The Scrutinizer shall upon the conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in employment of the Company and made a report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
- VIII. The results declared along with the Scrutinizer's Report shall be placed on the Company's website i.e. www.ownnahar.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicate to BSE Limited and National Stock Exchange of India Limited.
- IX. Members holding equity shares in electronic form and proxies thereof, are requested to bring their DP ID and client ID for identification.
- 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. 6**
- The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Ramanath Iyer & Co., Cost Accountants, New Delhi as Cost Auditors to conduct the audit of the cost accounting records of the Textile and Sugar segments of the Company for the financial year ending 31.3.2017 at a remuneration as specified in the resolution.
- In accordance with the provisions of Section 148 of the Act read with the 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



the financial year ending 31.3.2017. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

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.

Item No. 7

Mr. Kamal Oswal was re-appointed as the Managing Director of the Company for a period of five years w.e.f. 1st February, 2013 till 31st January, 2018 in 28th Annual General Meeting held on 29th September, 2012 pursuant to the provisions of section 198, 269, 309 and 310 read with schedule XIII of the erstwhile Companies Act, 1956 on such terms and conditions as mentioned therein.

The Nomination and Remuneration Committee has recommended and the Board of Directors has approved in their meeting held on 29.08.2016, remuneration to be paid to Mr. Kamal Oswal, Managing Director for the remaining period of his tenure from w.e.f. 01.04.2016 to 31.01.2018 as mentioned in the resolution subject to the approval of the shareholders.

Mr. Kamal Oswal, aged about 53 years, a commerce graduate is a renowned industrialist having 32 years of experience in industry. He is also a Managing Director of Oswal Woollen Mills Limited. Under his able leadership and guidance, the Company has achieved new milestone and further expanding. Considering the size of the Company, the profile of Sh. Kamal Oswal, the responsibility shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him commensurate with the remuneration packages paid to person appointed at similar level in other companies. He is holding 1294 equity shares of the Company and was first appointed as a director in the Company on 27.09.1983. During the last financial year he had attended three out of four board meetings of the Company.

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of tenure of the Chairman and Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration for the remaining period of his tenure by way of salary, commission and perquisites subject to the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013.

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

Sr. No.	Directorship	Committee	Status
1.	Nahar Industrial Enterprises Ltd.	Corporate Social Responsibility	Chairman
2.	Oswal Woollen Mills Ltd.	Stakeholders Relationship	Member
3.	Nahar Spinning Mills Ltd.	-	-
4.	Nahar Poly Films Ltd.	Share Transfer	Member
5.	Nahar Capital & Financial Services Ltd.	Nomination and Remuneration	Chairman
6.	Cotton County Retail Ltd.	-	-
7.	Oswal Leasing Ltd.	-	-
8.	Nahar Industrial Infrastructure Corp. Ltd.	-	-
9.	Sankheshwar Holding Company Ltd.	-	-
10.	Vardhman Investment Ltd.	-	-
11.	Neha Credit & Investment Pvt. Ltd.	-	-
12.	Abhilash Growth Fund Pvt. Ltd.	Corporate Social Responsibility	Member
13.	Nahar Growth Fund Pvt. Ltd.	-	-
14.	Crownstar Ltd., U.K.	-	-

Your directors recommend the resolution for your approval.

Sh. Jawahar Lal Oswal, Sh. Dinesh Oswal, Mrs. Manisha Oswal and Sh. Abhinav Oswal being relatives of Sh. Kamal Oswal and Sh. Kamal Oswal himself may be deemed to be concerned and 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. The resolution as given in the notice may also be treated as an abstract of the variation of terms of appointment already in existence.

Item No. 8

Oswal Woollen Mills Ltd., Cotton County Retail Ltd, Nahar Spinning Mills Ltd., Monte Carlo Fashions Ltd. and Vanaik Spinning Mills Ltd. are related parties as per section 2(76) and 188 of the Companies Act, 2013. These Companies buy/ sell yarns and fabrics from/ to the Company. All transactions entered into with Related Parties as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are in ordinary course of Business and are at arm's length basis and are entered into as per the Company's policy on Related Party Transactions. The transactions entered with related parties are approved by the Audit Committee and the Board of the Company. The Company has already obtained the approval of members to enter into agreement/ contracts/ transactions with these related parties for a period of three years w.e.f. 01.04.2014 to 31.03.2017.

It is expedient and necessary to seek shareholders approval as per the provisions of section 188 of the Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and regulation 23 of the SEBI (LODR) Regulations, 2015, for material related party transactions. Accordingly, your directors recommend the resolution for your approval.

Sh. Jawahar Lal Oswal, Chairman, Sh. Kamal Oswal, Vice Chairman-cum-Managing Director and Sh. Dinesh Oswal, Director, being the promoters and directors; Sh. Dinesh Gogna, being the common director; Mrs. Manisha Oswal, and Sh. Abhinav Oswal being the relatives of the promoters of the said companies, may be deemed to be concerned / 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 proposed resolution.


Information pursuant to Regulation 36(3) of SEBI (LODR) Regulations, 2015 regarding Directors seeking re-appointment has been given as hereunder:

1. Sh. Dinesh Gogna, aged about 63 years, holding a bachelor's degree in law is having more than 38 years of experience in Corporate Finance and Taxation. He is holding 105 equity shares of the Company and was first appointed as a director in the Company on 27.09.1983. During the last financial year he had attended all four board meetings of the Company. He is proposed to be reappointed as Non-executive Director of the company, liable to retire by rotation. During the last year he was paid sitting fees of Rs. 40,000/- for attending Board Meetings.

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

Sr. No.	Directorship	Committee	Status
1.	Nahar Industrial Enterprises Ltd.	Audit Stakeholders Relationship Corporate Social Responsibility	Member Chairman Member
2.	Oswal Woollen Mills Ltd.	Audit Shareholders	Member Member
3.	Monte Carlo Fashions Ltd.	Stakeholders Relationship Audit Nomination & Remuneration Corporate Social Responsibility Share Transfer	Chairman Member Member Member Member
4.	Nahar Spinning Mills Ltd.	Audit Share Transfer Corporate Social Responsibility	Member Member Member
5.	Nahar Poly Films Ltd.	Share Transfer Audit Corporate Social Responsibility	Member Member Member
6.	Nahar Capital & Financial Services Ltd.	Share Transfer Corporate Social Responsibility	Member Member
7.	Oswal Leasing Ltd.	-----	-----
8.	Cotton County Retail Ltd.	-----	-----
9.	Gimar Investment Ltd.	-----	-----
10.	Crownstar Ltd., U.K.	-----	-----

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

2. Sh. Navdeep Sharma, aged about 57 years, holding a bachelor's degree in law is having more than 35 years of experience in field of Taxation. He is holding one equity shares of the Company and was first appointed as a director in the Company on 12.08.2015. During the last financial year he had attended three board meetings of the Company. He is proposed to be reappointed as Non-executive Director of the company, liable to retire by rotation. During the last year was paid sitting fees of Rs. 30,000/- for attending Board Meetings.

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

Sr. No.	Directorship	Committee	Status
1.	Nahar Industrial Enterprises Ltd.	-----	-----
2.	Oswal Leasing Ltd.	Audit Stakeholders Relationship	Member Chairman
3.	Kovalam Investment & Trading Co. Ltd.	Audit Stakeholders Relationship Nomination & Remuneration	Member Member Member
4.	Vanaik Investors Ltd.	Corporate Social Responsibility	Member
5.	Vanaik Spinning Mills Ltd.	Audit Nomination & Remuneration	Member Chairman
6.	Abhilash Growth Fund Pvt. Ltd.	Corporate Social Responsibility Audit	Member Member
7.	Nagdevi Trading & Investment Co. Ltd.	-----	-----
8.	J L Growth Fund Ltd.	-----	-----
9.	Palam Motels Ltd.	-----	-----
10.	Nahar Financial & Investment Ltd.	-----	-----
11.	Nahar Industrial Infrastructure Corpn. Ltd.	-----	-----
12.	Nahar Growth Fund Pvt. Ltd.	-----	-----
13.	Monica Growth Fund Pvt. Ltd.	-----	-----
14.	Ruchika Growth Fund Pvt. Ltd.	-----	-----
15.	Neha Credit & Investment Pvt. Ltd.	-----	-----
16.	Vigil Investment Pvt. Ltd.	-----	-----

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

By Order of the Board of Directors
sd/-

Place : Ludhiana
Date : 29th August, 2016

Mukesh Sood
Company Secretary

**NAHAR INDUSTRIAL ENTERPRISES LIMITED**

Annual Report 2015-16

NAHAR INDUSTRIAL ENTERPRISES LIMITED

Registered Office: Focal Point, Ludhiana – 141010

CIN: L15143PB1983PLC018321, Website: www.ownahar.com

Email : msood@ownahar.com ; share@ownahar.com

Ph. 0161-2672590, 2672591, Fax: 0161-2674072

BALLOT FORM

Sr. No.	Particulars	Details
1.	Name and Registered Address of the Sole/First named shareholder	
2.	Name (s) of the Joint Holder(s) (if any)	
3.	Registered Folio No. / DP Id No. and Client Id No.	
4.	Number of Shares held	

I / We hereby exercise my/our vote(s) in respect of the Resolutions set out in the Notice of the 32nd Annual General Meeting of the Company to be held on Friday, the 30th day of September, 2016 by sending my / our assent or dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below.

Item No.	Resolution	No. of Shares	I/We assent to the Resolution (For)	I/We dissent from the Resolution (Against)
1.	To receive, consider and adopt : (a) the Audited Financial Statements of the Company for the financial year ended on 31 st March, 2016 along with Reports of the Auditors and Directors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31 st March, 2016 along with Report of the Auditors thereon.			
2.	To declare dividend on Equity Shares for the year ended on 31 st March, 2016			
3.	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.			
4.	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.			
5.	To appoint Auditors of the Company for the financial year 2016-17 and fix their remuneration			
6.	To approve the remuneration of cost auditor for the financial year 2016-17.			
7.	To approve the payment of remuneration to Sh. Kamal Oswal, Vice Chairman-cum-Managing Director			
8.	To enter into Agreement / Contracts / Transaction with related parties.			

Place : _____

Date : _____

Signature of the Member / Authorised Representative

Note : Please read the instructions printed overleaf carefully before exercising your vote.

**Instructions**

1. The ballot form is provided for the benefit of members who do not have access to e-voting facility.
2. A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid.
3. For detailed instructions on e-voting, please refer to the notes appended to the Notice of the AGM.
4. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through post to declare the final result for each of the Resolutions forming part of the Notice of the AGM.

Process and manner for members opting to vote by using the ballot form

1. Please complete and sign the Ballot Form (no other form or photo copy thereof is permitted) and send it so as to reach the Scrutinizer appointed by the Board of Directors of the Company, M/s. P.S.Bathla & Associates, Practicing Company Secretary (Membership No. 2585) at the Registered office of the Company.
2. The Form should be signed by the Member as per the specimen signatures registered with the Company / Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. A Power of Attorney (POA) holder may vote on behalf of a Member, mentioning the Registration Number of the POA registered with the Company or enclosing an attested copy of the POA. Exercise of vote by Ballot is not permitted through proxy.
3. In case of shares are held by the companies, trusts, societies etc. the duly completed Ballot Form should be accompanied by a certified true copy of the relevant Board Resolution / Authorization.
4. Votes should be cast in case of each resolution, either in favour or against by putting the tick (✓) mark in the column provided in the Ballot.
5. The voting rights of shareholders shall be in proportion of the shares held by them in the paid up equity share capital of the Company as on 23rd September, 2016 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 29th September, 2016 (5.00 P.M.). Ballot Form received after 29th September, 2016 will be strictly treated as if the reply from the Members has not been received.
7. A member may request for a duplicate Ballot Form, if so required. However, duly filled in and signed duplicate Form should reach the Scrutinizer not later than the date and time specified in the Serial No. 6 above.
8. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signatures cannot be verified.
9. The decision of the Scrutinizer on the validity of the Ballot Form and any other related matter shall be final.
10. The results declared along with Scrutinizer's Report, shall be placed on the Company's website i.e. www.ownahar.com and on the website of the Central Depository Services (India) Ltd. within two days of the passing of the Resolutions at the AGM of the Company on 30th September, 2016, and communicated to the BSE Ltd. and National Stock Exchange of India Ltd., where the shares of the Company are listed.

**NAHAR INDUSTRIAL ENTERPRISES LIMITED**

Annual Report 2015-16

NAHAR INDUSTRIAL ENTERPRISES LIMITED

Registered Office: Focal Point, Ludhiana – 141010

CIN: L15143PB1983PLC018321

ATTENDANCE SLIP

Only Shareholders or the Proxies will be allowed to attend the meeting

D.P. ID*		Folio No.	
Client ID*		No. of Shares held	

I / We hereby record my / our presence at the 32nd Annual General Meeting of the Company being held on Friday, the 30th day of September, 2016 at 10.00 a.m. at the Registered Office of the Company at Focal Point, Ludhiana – 141010, Punjab.

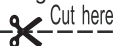
Name of the Shareholder(s) 1. _____ 2. _____ 3. _____

Signature of Shareholder(s) 1. _____ 2. _____ 3. _____

Signature of the Proxyholder _____

* Applicable for investors holding shares in electronic form.

Note: Shareholders attending the meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

**NAHAR INDUSTRIAL ENTERPRISES LIMITED**

[Pursuant to section 105(6) of the Companies Act, 2013 and
rule 19(3) of the Companies (Management and Administration) Rules, 2014]

FORM NO. MGT-11

PROXY FORM

CIN: L15143PB1983PLC018321

Name of the Company: **NAHAR INDUSTRIAL ENTERPRISES LIMITED**

Registered office: Focal Point, Ludhiana – 141010

Name of the member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/We, being the member(s) ofshare of the above named company, hereby appoint:

1. Name Address

Email Id Signatures or failing him

2. Name Address

Email Id Signatures or failing him

3. Name Address

Email Id Signatures

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ our behalf at the 32nd Annual General Meeting of the company, to be held on Friday, the 30th day of September, 2016 at 10.00 a.m. at the Registered Office of the Company at Focal Point, Ludhiana –141010, Punjab and at any adjournment thereof in respect of such resolutions as are indicated below:



Item No.	Resolution	Optional*	
		(For)	(Against)
1.	To receive, consider and adopt : (a) the Audited Financial Statements of the Company for the financial year ended on 31 st March, 2016 along with Reports of the Auditors and Directors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31 st March, 2016 along with Report of the Auditors thereon.		
2.	To declare dividend on Equity Shares for the year ended on 31 st March, 2016		
3.	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.		
4.	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.		
5.	To appoint Auditors of the Company for the financial year 2016-17 and fix their remuneration		
6.	To approve the remuneration of cost auditor for the financial year 2016-17.		
7.	To approve the payment of remuneration to Sh. Kamal Oswal, Vice Chairman-cum-Managing Director		
8.	To enter into Agreement / Contracts / Transaction with related parties.		

Signed this day of 2016

Signature of shareholder :

Signature of Proxy holder(s) :

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 32nd Annual General Meeting.
3. *It is optional to put a 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

Affix
Revenue
Stamp
of Rs. 1/-

**Nahar Industrial
Enterprises Ltd.**

**VENUE OF ANNUAL GENERAL MEETING
NAHAR INDUSTRIAL ENTERPRISES LIMITED
FOCAL POINT, LUDHIANA – 141010 (PUNJAB)**

