

**NOTICE**

Notice is hereby given that the **35th Annual General Meeting** of the members of Nahar Industrial Enterprises Limited will be held on **Monday, the 30th day of September, 2019 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, 2019 and the Reports of Directors and Auditors thereon; and
 - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2019 and the Reports of Auditors thereon.
2. To appoint a director in place of Sh. Jawahar Lal Oswal (DIN: 00463866), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To appoint a director in place of Sh. Dinesh Oswal (DIN: 00607290), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

4. **To approve the remuneration of cost auditor for the financial year 2019-20** and in this regard to consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. R.R. & Co., Cost Accountants, Ludhiana (Firm Registration No. 000323) who has been appointed by the Board of Directors of the Company as Cost Auditors to conduct the audit of the cost accounting records of the Company for Textile and Sugar segments for the financial year ending 31st March, 2020, the company do hereby confirm and ratify the remuneration of ₹ 270000/- (Rupees Two Lacs Seventy Thousands only) plus actual out-of-pocket expenses, as approved by the Audit Committee."

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

5. **To approve alteration and increase of the existing Authorized Share Capital of the company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded to increase the existing Authorized Share Capital of the Company from ₹ 1,50,00,00,000/- (Rupees One Hundred fifty Crores only) divided into 5,00,00,000 (five crore only) Equity Shares of ₹ 10/- (Rupees Ten) each and 1,00,00,000 (one crore only) 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees one hundred) each to ₹ 1,75,00,00,000/- (Rupees One Hundred Seventy Five Crores only) divided into 5,00,00,000 (five crore only) Equity Shares of ₹ 10/- (Rupees Ten) each and 1,25,00,000 (one crore twenty five lakh only) 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees one hundred) each."

"RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause :

- V. "The Authorized Share Capital of the Company is ₹ 1,75,00,00,000/- (Rupees One Hundred Seventy Five Crores only) divided into 5,00,00,000 (five crore only) Equity Shares of ₹ 10/- (Rupees Ten) each and 1,25,00,000 (one crore twenty five lakhs only) 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees one hundred) each. The Company has power from time to time to increase or to reduce or re-classify its capital and divide the shares into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions and to vary, modify or abrogate any such rights, privileges or conditions and to purchase / buyback any of its shares for cancellation or otherwise in such manner as may be permitted by the Companies Act, 2013 and Rules as applicable thereon, for the time being in force and regulations of the Company."

"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 expedient, desirable and necessary to give effect to this resolution."



6. To change Articles No. 4 of the Articles of Association and to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 14, 61 and 64 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force and as may be amended from time to time) Article No. 4 of the Articles of Association of the Company be deleted and substituted by the following new Article :-

4. "The Authorized Share Capital of the Company is ₹ 1,75,00,00,000/- (Rupees One Hundred Seventy Five Crores only) divided into 5,00,00,000 (five crore only) Equity Shares of ₹ 10/- (Rupees Ten) each and 1,25,00,000 (one crore twenty five lakhs only) 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of ₹ 100/- (Rupees one hundred) each. The Company has power from time to time to increase or to reduce or re-classify its capital and divide the shares in the new capital into several classes and to attach thereto respectively such preferential, qualified or special rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 and Rules as applicable thereon, for the time being in force and regulations of the Company."

"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 expedient, desirable and necessary to give effect to this resolution."

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

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

to offer/ invite, to subscribe, issue and allot up to 25,00,000 - 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of the Company of the face value of Rs. 100/- each (hereinafter called 'NCNCRPS'), on preferential basis aggregating to Rs. 25.00 crores, in one or more tranches, for cash at par to Promoters group entities and their associates on such terms and conditions as may be decided by the Board and subject to the followings:

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

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

8. To vary the terms of redemption of Non-Convertible Non-Cumulative Redeemable Preference Shares and 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 42, 48, 55, Articles of Association of the company and such other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed there under (including any statutory modification or re-enactment thereof for the time being in force and as may be amended from time to time) the consent of the shareholders be and is hereby accorded to the Board to alter/ vary the terms and conditions of redemption of 1,00,00,000 - 5.5% Non-Convertible



Non-Cumulative Redeemable Preference Shares of the Company of the face value of Rs. 100/- each (hereinafter called 'NCNCRPS') allotted / to be allotted to Cotton County Retail Ltd. and Nahar Capital & Financial Services Ltd., promoter group entities, and their associates and accordingly the period of redemption is hereby altered from 'within 5 years from the date of allotment' to " within a period not exceeding 20 years from the date of their issue or an earlier date only at the discretion of the company " and all the other terms and conditions shall remains the same and clause (g) of terms and conditions be substituted and read as -

- g) NCNCRPS shall be redeemable at par within a period not exceeding 20 years from the date of their issue or an earlier date only at the discretion of the company.

"RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorised to vary / alter the terms and conditions of NCNCRPS at any time during the tenure of NCNCRPS in such manner as may be approved by the board and are acceptable to the holders of NCNCRPS and the Board of Directors of the Company is hereby authorized to take all such steps and actions and give such directions as it may in its absolute discretion deem necessary and to settle any question that may arise in this regard, without being required to seek any further consent or approval of the Members or otherwise to this effect and intent that the Members shall be deemed to have given their approval hereto expressed by the authority of this resolution."

9. **To substitute and insert Article No. 170A in the Articles of Association** and to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 14 of the Companies Act, 2013 and Companies (Incorporation) Rules, 2014 and such other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force and as may be amended from time to time), the existing Article No. 170A be and is hereby substituted and a new Article is inserted in the Articles of Association of the Company as under:

- "170A. Notwithstanding anything contained in Articles of Association of the Company, the holders of 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCNCRPS) shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital; shall be non-participating in the surplus funds,

assets and profits which may remain after the entire capital has been repaid on winding-up of the Company; shall be paid dividend on a non-cumulative basis; shall carry voting rights as per the provisions of Section 47(2) of the Act; and shall be redeemable at par within a period not exceeding 20 years from the date of their issue or an earlier date only at the discretion of the company."

"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 expedient, desirable and necessary to give effect to this resolution."

10. **To approve remuneration to Sh. Kamal Oswal, Managing Director of the company** and in this regard to consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, Schedule-V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and pursuant to the recommendation of Nomination and Remuneration committee, the Board of Directors of the Company and subject to such approvals as may be required, the approval of the members of the Company be and is hereby given for payment of remuneration made to Sh. Kamal Oswal, Managing Director of ₹ 26156040/- during financial year ended 31.03.2019 and to waive the recovery of remuneration and consequential retention thereof by him of ₹ 81,42,029/- which is in excess of the limits prescribed under the Companies Act, 2013 and Schedule-V thereto but within the limits as approved by the members of the company at their 33rd Annual General Meeting held on 26.09.2017.

"RESOLVED FURTHER THAT pursuant to the provisions of section 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, Schedule-V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and SEBI (LODR) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and in furtherance of the Special Resolution passed in the 33rd Annual General Meeting held on 26.09.2017 (33rd AGM) and pursuant to the recommendation of Nomination and Remuneration committee, Board of Directors of the Company and subject to such approvals as may be required, the approval of the members of the Company be and is hereby given for payment to Sh.



Kamal Oswal, Managing Director (DIN : 00493213) such remuneration, as approved in the said resolution, (terms & conditions re-produced in the annexed Explanatory Statement) as Minimum Remuneration comprising of salary, perquisites and allowances (other than commission), in case the company has no profit or the profits of the Company are inadequate during the period commencing from 1st April, 2019 till the expiry of his present term i.e. up to 31st January, 2023 or for such shorter period as may be prescribed under applicable laws notwithstanding that such remuneration may exceed the limits specified under section 197 of the Companies Act, 2013 and Schedule -V thereto."

"RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the aforesaid Resolution."

11. To sell, lease or otherwise dispose of Spinning Unit of the company and in this regard to consider and if thought fit to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to Section 180(1)(a) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and rules made there under (including any statutory modification or re-enactment thereof for the time being in force and as may be enacted from time to time) and subject to the consents, approvals and permissions being obtained from the appropriate authorities to the extent applicable or necessary, the consent of the members of the company be and is hereby given to the Board of Directors of the Company to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking/properties including plant and machineries of Spinning Unit No. III located at Lalru, Distt. Mohali, Punjab to any Company, firm or individual, on such terms and conditions at mutually negotiated price, as the Board of Directors of the company may deem fit and proper in the interest of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to complete the sale, lease or otherwise dispose of the whole or substantially the whole of the undertaking/properties and to sign, seal and deliver such instruments, assignments, contracts, deeds, conveyances or any other documents, with such modifications as may be required and to do all such acts, deeds, matters and things, as may be deemed necessary or expedient in the interest of the Company and to give effect to this resolution."

By Order of the Board of Directors

sd/-

Mukesh Sood
Company Secretary

Place : Ludhiana
Date : 14th August, 2019

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 24th September, 2019 to 30th September, 2019 (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 2018-19 is being sent to all the members who's 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 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, Share Transfer Agent for both physical and dematerialized segment of equity shares. Please quote on all correspondence - Unit: Nahar Industrial Enterprises Limited.
10. Pursuant to provisions of section 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended from time to time (the IEPF Rules), all shares, in respect of which dividend has not been claimed by the shareholders of the Company for seven consecutive years, have already been transferred by the Company in the name of INVESTOR EDUCATION AND PROTECTION FUND AUTHORITY MINISTRY OF CORPORATE AFFAIRS. Members are hereby informed to claim the unclaimed / unpaid dividend relating to 2012-13 onwards at the earliest, as the same is required to be transferred to IEPF from 4.10.2020 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 members are requested to bring the copy of Annual Report along with them at the meeting.
13. The requirement to place the matter relating to appointment of Auditors for ratification by members at every Annual General Meeting is done away vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on September 26, 2017.
14. **The Ministry of Corporate Affairs (MCA) has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the companies. Your company has joined the MCA in its environmental friendly initiative. The company would send documents such as Notice of the General Meetings, Annual Report and other communication to its shareholders via electronic mode to the registered e-mail addresses of shareholders. To support this green initiative of the Government in full measure, shareholders are requested to register / update their latest e-mail**

addresses with the Depository Participants (D.P.) with whom they are having Demat Account or send the same to the Company via e-mail at : msood@ownnahar.com or share@ownnahar.com. We solicit your valuable co-operation and support in our endeavor to contribute our bit to the environment.

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 35th 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 27.09.2019 (09.00 a.m.) and ends on 29.09.2019 (05.00 p.m.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23.09.2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders".
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.
 - (vii) 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) (given where shareholder's address is printed on envelope) in the PAN field. If the sequence number is less than 8 digits; enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. e.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the **EVSN 190822032** for the relevant NAHAR INDUSTRIAL ENTERPRISES LIMITED on which you choose to vote.
- (xii) 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.

- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL's mobile app m-voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. Apple and Window phone users can download the app from the App Store and the Window Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) 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 stamp & sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details, a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 23.09.2019.
- V. A copy of this notice has been placed on the website of the Company and the website of CDSL.
- VI. M/s. P.S.Bathla & Associates, Company Secretaries (Membership No. FCS-4391) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman.
- VIII. The Ballot Form is provided for the benefit of members who do not have access to e-voting facility.
- IX. 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.
- X. The Scrutinizer will collate the votes downloaded from the e-voting system and votes received through Post to declare the final results for each of the Resolutions forming part of the Notice of this AGM.
- XI. The results declared along with the Scrutinizer's Report shall be placed on the Company's website: www.ownnahar.com and on the website of CDSL with in 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.

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

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

Item No. 4

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. R.R. & Co., Cost Accountants, Ludhiana as Cost Auditors to conduct the audit of the cost accounting records of Textile and Sugar segments of the Company for the financial year ending 31.3.2020 at such remuneration, as mentioned in the resolution.

In accordance with the provisions of Section 148 of the Act read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company. Accordingly, consent of the members is sought for passing Ordinary Resolution for ratification of the remuneration payable to the Cost Auditors for the financial year ending 31.3.2020.

The Board, therefore, recommend the passing of the resolutions (Item No. 4) of the accompanying Notice.

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. 5 to 6

The Authorized Share Capital of the Company, at present is Rs. 150,00,00,000/- (Rupees one hundred fifty crores only) divided into 5,00,00,000 (five crore only) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,00,00,000 (one crore only) 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees one hundred) each. The Company requires long term funds for its business. Therefore, it is proposed to increase the Authorized Share Capital of the Company suitably. Your directors are of the opinion that the existing Authorized Share Capital should be increased suitably to enable them to issue 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares (NCNCRPS), as and when required. It is therefore considered desirable to increase the present Authorized Share Capital in the manner as specified in Item No. 5 of the Notice.

In order to incorporate the changes in the Authorized Share Capital in the Memorandum of Association of the Company, as specified in Item No. 5 of the Notice, Clause V of the Memorandum of Association of the Company is proposed to be substituted in the manner as specified in Item No. 5 of the Notice.

Since Clause V of the Memorandum of Association of the Company is being altered, it is also necessary to alter the Article No. 4 of the Articles of Association of the Company in the manner as specified in Item No. 6 of the Notice.

The Board, therefore, recommend the passing of these resolutions (Item No. 5 and 6) of the accompanying Notice in the interest of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolutions set out at Item No. 5 and 6.

Item No. 7

The Management of the Company has been exploring various options for raising long-term funds required by the Company for general corporate purposes including but not limited to meet the working capital and capital expenditure requirements of the Company.

As per section 42, 55, 62 and other applicable provisions



of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the Companies (Prospectus and allotment of securities) Rules, 2014, the consent of the shareholders is required to be sought to empower/authorize the Board of Directors to offer, issue and allot up to 25,00,000 - 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of the face value of Rs. 100/- each (NCNCRPS), on Preferential basis aggregating to Rs. 25.00 crores, in one or more tranches, to promoter group entities and their associates on such terms and conditions and manner as may be decided by the board. The Board in its meeting held on 14.08.2019 recommends resolution to be passed by the shareholders. The Resolution at Item No. 7 of the accompanying Notice has accordingly been placed before the members for its approval as Special Resolution. Given below is a statement of disclosure as required under rule 9(3) of the Companies (Share Capital and Debentures) Rules, 2013 and the terms of issue are as under:

a) The size of the issue and number of Preference Shares to be issued and nominal value of each share:	Up to 25,00,000 - 5.5% Non Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- each aggregating to Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only)
b) The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible:	Non-Cumulative, Non-Participating, Non-Convertible, Redeemable Preference Shares
c) The objectives of the issue:	General corporate purposes including but not limited to meet out the working capital requirements and to meet capital expenditure
d) The manner of issue of shares:	The said Preference Shares are proposed to be issued on preferential basis
e) The price at which such shares are proposed to be issue:	The said Preference Shares are proposed to be issued at the face value of Rs. 100/- each
f) The basis/ justification on which the price has been arrived at:	Not Applicable, since the issue is at Par.
g) The terms of issue, including terms and rate of dividend on each share, etc.:	The proposed Preference Shares shall be issued to promoter group entities and its associates on preferential basis. The Preference Shares shall be non-cumulative, non-convertible and non-participating. The rate of dividend shall be 5.5% p.a. The Preference Shares shall have voting rights as per section 47(2) of the Companies Act, 2013 and are transferrable.
h) The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the shares are convertible, the terms of conversion:	NCNCRPS shall be redeemable at par within 20 years from the date of their issue or an earlier date only at the discretion of the company.
i) The manner and mode of redemption:	The proposed Preference Shares shall be redeemed in accordance with the provisions of Companies Act, 2013 read with relevant rules as amended from time to time.
j) The expected dilution in equity share capital upon conversion of Preference Shares:	Not applicable since the proposed Preference Shares to be issued are non-convertible.

Equity shareholding pattern as on 30.06.2019:-

Sr. No.	Category of the shareholder(s)	No. of Shares held	Percentage to Paid-up Capital (%)
1.	Promoters	27385037	68.75
2.	Mutual Funds and UTI	13173	0.03
3.	Banks & Financial Institutions	369	0.00
4.	Insurance Companies	169463	0.43
5.	Foreign Holding (NRIs)	242651	0.61
6.	Private Bodies corporate (others)	534077	1.34
7.	IEPF authority	1300264	3.26
8.	Indian Public	10190107	25.58
	TOTAL	39835141	100.00

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

The Board, therefore, recommend the passing of this resolution (Item No. 7) of the accompanying Notice in the interest of the Company. None of the Directors / Key Managerial Personnel of the Company / their relatives may be deemed to be concerned or interested in the resolution at Item No. 7 except to the extent that the said Preference Shares that may be subscribed to by the companies/ firms in which they are interested.

Item No. 8 and 9

As you are aware that the company had issued/offered 1,00,00,000 - 5.5% Non-Convertible Non-Cumulative Redeemable Preference Shares of Rs. 100/- each (NCNCRPS) aggregating to Rs. 100.00 crores to the promoter group entities and their associates on the following terms and conditions:-

- NCNCRPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend or repayment of capital;
- NCNCRPS shall be non-participating in the surplus funds;
- NCNCRPS shall be non-participating in the surplus assets and profits which may remain after the entire capital has been repaid, on winding-up of the Company;
- Holder(s) of NCNCRPS shall be paid dividend on a non-cumulative basis;
- NCNCRPS shall not be convertible into equity shares;
- NCNCRPS shall carry voting rights as per the provisions of Section 47(2) of the Act;
- NCNCRPS shall be redeemable at par within 5 years from the date of allotment. Not with standing the foregoing, the company will have the option to redeem the NCNCRPS after expiry of two years from the date of allotment during the tenure; and
- NCNCRPS shall not be listed with any stock exchange.

The NCNCRPS are required to be redeemed at par within



five years from the date of allotment. It is further informed that the company has evaluated the possible cash flow to the company in near future. It has ascertained that redemption of the said NCNCRPS may not be feasible on due dates considering the current cash flow and funds required by the Company for its general corporate purpose. The Board has discussed the matter in their meeting held on 14.08.2019 and has decided to vary the period of redemption of NCNCRPS, as contained in the resolution, subject to necessary approvals of Equity and preference shareholders.

The Board believes that this proposal is in the interest of the company and the shareholders. Now the approval of the members is accordingly being sought by means of a Special Resolution under section 55 read with section 42, 48 and other applicable provisions of the Companies Act, 2013 and Rules framed there under.

Article No. 170A of the Articles of Association of the Company is also altered and substituted accordingly as mentioned in Item No. 9.

The Board, therefore, recommend the passing of the resolutions (Item No. 8 and 9) of the accompanying Notice in the interest of the Company. None of the Directors/Key Managerial Personnel of the Company/their relatives is, in any way, concerned or interested, financially or otherwise, in resolution set out at Item No. 8 and 9.

Item No. 10

Sh. Kamal Oswal was re-appointed as Managing Director of the Company for a period of five years with effect from 1st February 2018 till 31st January 2023, by means of Special Resolution passed by the Members at the 33rd Annual General Meeting of the Company held on 26th September 2017 on the following terms and conditions:-

1. Salary - ₹ 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 hereinabove family means the spouse, the dependent children and dependant parents of the appointee.

At the time of his re-appointment, the company had adequate profits and the remuneration paid / payable to Sh. Kamal Oswal was well within the limits prescribed under the Companies Act, 2013 and Schedule-V thereto. The financial performance of the company in the year ended 31.03.2019 did not meet expectations. The textile industry remained fragile and due to slowdown in the economies and slackened demand in textile industry, it is possible that the company may also has inadequate profits / nil profits in coming years. The remuneration paid to Sh. Kamal Oswal for the financial year 2018-19 exceeded the limits specified under the section 197 of the Companies Act, 2013 read with Schedule V thereto.

Pursuant to provisions of section 197, 198 of the Companies Act, 2013 read with Schedule V, a company having inadequate / nil profit, may subject to certain conditions, including the passing of a special resolution by shareholders, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee. The Nomination and Remuneration Committee has recommended and the Board of Directors have waived the excess remuneration paid to Sh. Kamal Oswal during FY 2018-19 and also approved the payment of minimum remuneration to be paid for the remaining period of his tenure as proposed in the resolution. The management of the company believes that the remuneration as previously approved by the members of the company and paid to Sh. Kamal Oswal is justified in terms of his key role within the company. It may be noted that the remuneration proposed to be paid to Sh. Kamal Oswal is within the overall limits as approved by the members of the company in their 33rd AGM.

Statement as required under section II of part II of the schedule V of the Companies Act, 2013 with reference to the Special Resolution as set out at Item No. 10 of the Notice.

I) General Information

- 1 **Nature of Industry :** Textile and sugar industry
- 2 **Date of expected date of commencement of commercial production:**
The Company was incorporated on 27.09.1983 and is working since then.



3 In case of new companies, expected date of commencement of activities as per project approved by financial Institutions appearing in the prospectus :

Not Applicable

4 Financial performance based on given indicators :

Particulars	(₹ In lacs)	
	For the Year ended	For the year ended
	31.03.2019	31.03.2018
Total Revenue	186616.24	176274.88
Profit/(Loss) before Tax	(1087.37)	1780.81
Profit/(Loss) after Tax	(2157.52)	1722.14

5 Foreign investment or collaborators, if any : Nil

II) Information about the appointee

1 Background details:

Sh. Kamal Oswal (DIN: 00493213), aged 57 Years, a Commerce Graduate, is a renowned industrialist having 35 years of experience in the industry. He is also the Managing Director of Oswal Woollen Mills Limited and is drawing salary as per the resolution passed by the shareholders of the company.

2 Past remuneration:

Particulars	(₹ In lacs)	
	For the year ended on	For the year ended on
	31.03.2019	31.03.2018
Basic Salary	24239520	24239520
Value of perquisites	188520	226600
Commission	Nil	Nil
PF contribution	1728000	1728000
TOTAL	26156040	26194120

3 Recognition of awards:

Previously he was holding the position of Industrial Advisor to the Government of Punjab.

4 Job profile and suitability:

Sh. Kamal Oswal was first appointed as Managing Director of the Company on 01.02.1998 and is holding this position since then. He was re-appointed as Managing Director of the Company for the period from 01.02.2018 till 31.01.2023.

5 Remuneration proposed:

The remuneration is as described in the Special Resolution at Item No. 10 of the Notice and in case of no profit or inadequate profit in any financial year commencing from 01.04.2019 up to 31.01.2023, remuneration be paid to him comprising of salary, perquisites and other allowances, as proposed in the resolution and detailed hereinabove.

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

Considering the size of the company, the profile of Sh. Kamal Oswal, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid to him, commensurate with the remuneration packages paid to persons appointed at similar level in other companies.

7 Pecuniary relationship directly or indirectly with

the company, or relationship with the managerial personnel, if any:

Sh. Kamal Oswal is one of the promoters of the company and holds 1294 equity shares in the company. He is also related to Sh. Jawahar Lal Oswal, Chairman and Sh. Dinesh Oswal, Director of the Company. Sh. Kamal Oswal has no pecuniary relationship directly or indirectly with the Company other than his remuneration drawn in the capacity of Managing Director of the Company.

III) Other information

1 Reason for loss or inadequate profit:

The Textile Industry is passing through a very difficult period. The slowdown in the economies and slackened demand for company's products i.e. yarns and fabrics resulted a drastic fall in the prices of finished goods. The scenario is not expected to improve in the coming periods as raw cotton prices has remained at the higher level whereas the prices of the yarns and fabrics has come down substantially, resulting severe adverse conditions for the textile industry.

2 Steps taken or proposed to be taken for improvement:

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

3 Expected increase in productivity and profits in measurable terms:

The Textile Industry is witnessing a slowdown because of global slowdown in the economies of the world and weak demand in domestic market. In anticipation of revival of the economies of U.S. and European Union in future, the Company expects overall improvement in performance over medium to long term.

4 Disclosures:

All disclosures required under Section II of Part II of Schedule-V to the Companies Act, 2013 have been provided in the Corporate Governance Report

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

Company Name	Stakeholders Relationship	
	CSR	Member
Nahar Industrial Enterprises Ltd.		Chairman
Oswal Woollen Mills Ltd.	--	--
Nahar Spinning Mills Ltd.	--	--
Nahar Poly Films Ltd.	Share Transfer	Member
Nahar Industrial Infrastructure Corpn. Ltd.	--	--
Cotton County Retail Ltd.	Nomination & Remuneration	Chairman
Oswal Leasing Ltd.	--	--
Sankheshwar Holding Co. Ltd.	--	--
Nahar Capital & Financial Services Ltd.	--	--
Vardhman Investments Ltd.	--	--
Crownstar Ltd. (UK)	--	--
Neha Credit and Investment Pvt. Ltd.	--	--
Abhilash Growth Fund Pvt. Ltd.	CSR	Member
Nahar Growth Fund Pvt. Ltd.	--	--

The Board, therefore, recommend the passing of this resolution (Item No. 10) of the accompanying Notice in the interest of the Company. Sh. Jawahar Lal Oswal, Sh. Dinesh Oswal, Mrs. Manisha Oswal and Sh. Abhinav Oswal, being his relatives and Sh. Kamal Oswal himself may be deemed to be



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

Item No. 11

The performance of Spinning Unit No. III located at Lalru, Distt. Mohali, Punjab, which is more than 20 years old, has been putting adverse pressure on the performance of the company. Due to non-viability of operations of this unit the Board has decided to shut down the same. The useful machineries of this unit to be re-located within the company's existing spinning facilities and the obsolete machineries to be disposed off. The sale proceeds resulting from the transaction would be utilized for general corporate purposes and meeting the working capital requirements of the Company. This would not have any material/ adverse effect on the operations of the company.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 consent / approval of the members is required to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking/ properties as mentioned above. The Board is of the opinion that it would be in the best interest of the Company, its shareholders and all concerned. The Board of Directors accordingly proposed a Special Resolution for the approval of the members.

The Board, therefore, recommend the passing of this resolution (Item No. 11) of the accompanying Notice. 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.

By Order of the Board of Directors
sd/-

Place : Ludhiana
Date : 14th August, 2019

Mukesh Sood
Company Secretary

ANNEXURE TO THE NOTICE

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

Name of Director and Brief Resume	Nature of Expertise in Specific Functional Areas	Details of Directorships and Committee positions in various companies			Share holding in the company	Relationship between Directors inter-se	Terms and Conditions of Appointment	Other Details
		Directorships	Committees	Status				
Sh. Jawahar Lal Oswal (DIN:00463866) Age: 76 years Qualification: Commerce Graduate	56 years of experience in textile Industry	Oswal Woollen Mills Ltd.	CSR Shareholders	Chairman	Nil	Relative of Sh. Kamal Oswal and Sh. Dinesh Oswal	Liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 14.10.1991 Remuneration last drawn : Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 6 (six)
		Monte Carlo Fashions Ltd.	CSR Share Transfer Risk Management	Chairman				
		Nahar Poly Films Ltd.	--	--				
		Nahar Capital & Financial Services Ltd.	--	--				
		Nahar Industrial Enterprises Ltd.	--	--				
		Nahar Spinning Mills Ltd.	--	--				
		Nagdevi Trading & Investment Co. Ltd.	--	--				
		Sankheshwar Holding Co. Ltd.	--	--				
		J L Growth Fund Ltd.	--	--				
		Crownstar Ltd. UK	--	--				
		Neha Credit & Investment Pvt. Ltd.	--	--				
		Nahar Growth Fund Pvt. Ltd.	--	--				
		Abhilash Growth Fund Pvt. Ltd.	--	--				
		Ruchika Growth Fund Pvt. Ltd.	--	--				



NAHAR INDUSTRIAL ENTERPRISES LIMITED

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		Monica Growth Fund Pvt. Ltd.	--	--				
		White Tiger Breweries & Distilleries Ltd.	--	--				
Sh. Dinesh Oswal (DIN: 00607290) Age: 54 years Qualification: Commerce Graduate	34 years of experience in textile Industry	Nahar Spinning Mills Ltd.	Share Transfer CSR	Chairman Chairman	30	Relative of Sh. Jawahar Lal Oswal and Sh. Kamal Oswal	Liable to retire by rotation Sitting Fees to be paid for attending Meetings of the Board	Date of first appointment on the Board : 15.12.1988 Remuneration last drawn : Sitting Fee @ Rs. 10,000/- per Board meeting. No. of Board meetings attended during last year : 7 (seven)
		Nahar Poly Films Ltd.	Share Transfer CSR	Chairman Chairman				
		Nahar Capital & Financial Services Ltd.	Share Transfer CSR	Chairman Chairman				
		Vanaik Investors Ltd.	--	--				
		Nahar Industrial Infrastructure Corpn. Ltd.	--	--				
		Oswal Woollen Mills Ltd.	--	--				
		Nahar Industrial Enterprises Ltd.	--	--				
		Atam Vallabh Financiers Ltd.	--	--				
		Crownstar Ltd. UK	--	--				
		Vardhman Investments Ltd.	--	--				
		Abhilash Growth Fund Pvt. Ltd.	--	--				

By Order of the Board of Directors

Place : Ludhiana
Date : 14th August, 2019

sd/-
Mukesh Sood
Company Secretary

**NAHAR INDUSTRIAL ENTERPRISES LIMITED**

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NAHAR INDUSTRIAL ENTERPRISES LIMITED

Registered Office: Focal Point, Ludhiana - 141010

CIN: L15143PB1983PLC018321; Website: www.ownnahar.com

Email: msod@ownnahar.com ; share@ownnahar.com

Ph. 0161-2672590, 2672591; Fax No. 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 35th Annual General Meeting of the Company to be held on Monday, the 30th day of September, 2019 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 31st March, 2019 and the Reports of Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2019 and the Reports of Auditors thereon.			
2.	To appoint a director in place of Sh. Jawahar Lal Oswal (DIN: 00463866), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.			
3.	To appoint a director in place of Sh. Dinesh Oswal (DIN: 00607290), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.			
4.	To approve the remuneration of cost auditor for the financial year 2019-20			
5.	To approve alteration and increase of the existing Authorized Share Capital of the company			
6.	To change Articles No. 4 of the Articles of Association			
7.	To issue and offer Non-Convertible Non-Cumulative Redeemable Preference Shares on a Preferential basis			
8.	To vary the terms of redemption of Non-Convertible Non-Cumulative Redeemable Preference Shares			
9.	To substitute and insert Article No. 170A in the Articles of Association			
10.	To approve remuneration to Sh. Kamal Oswal, Managing Director of the company			
11.	To sell, lease or otherwise dispose of Spinning Unit of the company			

Place: _____

Date: _____

Signature of the Member / Authorized Representative

**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 to 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, 2019 and as per the Register of Members of the Company.
6. Duly completed Ballot Form should reach the Scrutinizer not later than 29th September, 2019 (5.00 P.M.). Ballot Form received after 29th September, 2019 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 favor 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.ownnahar.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, 2019, and communicated to the BSE Limited and National Stock Exchange of India Ltd., where the shares of the Company are listed.

**NAHAR INDUSTRIAL ENTERPRISES LIMITED**

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NAHAR INDUSTRIAL ENTERPRISES LIMITED

Registered Office: Focal Point, Ludhiana - 141010, Punjab

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 35th Annual General Meeting of the Company being held on Monday, the 30th day of September, 2019 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.

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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, Punjab

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

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

1. Name Address

Email Id Signaturesor failing him

2. Name Address.....

Email Id Signaturesor 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 35th Annual General Meeting of the company, to be held on Monday, the 30th day of September, 2019 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 31st March, 2019 and Reports of the Directors and Auditors thereon; and (b) the Audited Consolidated Financial Statements of the Company for the financial year ended on 31st March, 2019 and Report of the Auditors thereon.		
2.	To appoint a director in place of Sh. Jawahar Lal Oswal (DIN: 00463866), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.		
3.	To appoint a director in place of Sh. Dinesh Oswal (DIN: 00607290), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.		
4.	To approve the remuneration of cost auditor for the financial year 2019-20.		
5.	To approve alteration and increase of the existing Authorized Share Capital of the company		
6.	To change Articles No. 4 of the Articles of Association		
7.	To issue and offer Non-Convertible Non-Cumulative Redeemable Preference Shares on a Preferential basis		
8.	To vary the terms of redemption of Non-Convertible Non-Cumulative Redeemable Preference Shares		
9.	To substitute and insert Article No. 170A in the Articles of Association		
10.	To approve remuneration to Sh. Kamal Oswal, Managing Director of the company		
11.	To sell, lease or otherwise dispose of Spinning Unit of the company		

Signed this..... day of 2019

Signature of shareholder:

Signature of Proxy holder(s):

Affix
Re.1/-
Revenue
Stamp

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 35th 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.

